

BILLY BATSON AND THE LEGEND OF SHAZAM!

written by

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An epic vista.

The blazing sun bakes the dry hills of Ancient Kahndaq,
where a small caravan winds along a forgotten road.

A MERCENARY HORSEMAN wipes the sweat off his face,
searching the sky for any cloud. Any respite from the
endless sun. But the heavens are empty.

Until a shadow passes over him.

His hand goes to his sword. He looks up, squinting into
the light. He looks back to the lead wagon, but the
MERCHANT DRIVER didn't notice anything.

The Horseman relaxes a bit. Suddenly,

TALONS

grab him by the shoulders, lifting him off his saddle,
straight up in the air. The horse bucks against its reins,
nearly pulled off the road.

The caravan is under siege from above. A horde of WINGED
HAWK-MEN attack the half-dozen wagons and carts, talons
slashing through canvas.

The few SWORDSMEN foolish enough to fight back find
themselves lifted by their shoulders, 50, 100 feet up --
only to plummet to their certain deaths.

BENEATH A WAGON

A FAT MERCHANT cowers, clutching his satchel, terrified to
hear the mens' SCREAMS. The SCRATCH SCRATCH of claws on
wood. Through a knot-hole, he can just get a glimpse of
the beasts.

Suddenly, one is crawling under the wagon to get him.

These creatures are more bird than man, eagle-headed angels
with filthy claws and blood on their beaks. Crawling is
difficult for them, but this one is determined not to let a
morsel escape. It's getting closer, closer until
suddenly...

The wagon flies off. It tumbles twice, tossed aside.
Startled, the hawk-man looks up, its black eyes
reflecting...

ADAM.

He has the build of a warrior and the bearing of a king. In fact, he's more than either of these. He is just short of a god.

Adam rips the creature's wings off, then kicks it in the head.

The rest of the fight is cut hard and fast, giving the briefest sense of Adam's immense power.

He flies straight up. The other hawk-men surround him, trying to pin his arms. He sloughs them easily.

He claps his hands, sending out a THUNDEROUS SHOCKWAVE, which rips through his attackers.

In short order, all that's left is a few feathers, slowly fluttering down to the road. In the distance, we see the flock retreating to the distant, snow-capped mountains.

Adam lands hard, making the earth tremble. He surveys the wreckage and the survivors, showing only disgust for the victims, some of whom prostrate themselves.

In Kahndaqi, subtitled:

ADAM
<Whose caravan is this?>

Most eyes look over towards the Fat Merchant. He, in turn, points to one dead swordsman on the road. Worth a shot.

Adam approaches. The Fat Merchant sinks, panicked.

ADAM (CONT'D)
<We have much in common. We both want to protect our people. Our values.>

The Fat Merchant nods eagerly. Adam clasps his hands around the man's face, looking him straight in the eye.

ADAM (CONT'D)
<First among these is justice. When a man sneaks through the mountains to avoid the road tax, there must be a penalty.>

FAT MERCHANT
<My lord, I'll pay!>

ADAM
<Yes.>

With a casual motion, Adam removes the merchant's head.
The decapitated body slumps to the road.

ADAM (CONT'D)
(to the others)
*<These wagons are now mine. Bring them to
the palace. With this. >*

He tosses one of the men the Fat Merchant's head.

Adam leans over the first hawk-man, who is trying to crawl away. Adam grabs him by the stumps.

ADAM (CONT'D)
*<Why would you come here? You know I
protect these lands. >*

The creature's sticky white tongue flicks in its mouth.
Its voice has a windy, birdsong quality.

CREATURE
<Who protects your family, Black Adam? >

ON ADAM, a sickening realization.

CUT TO:

ADAM, IN FLIGHT

Faster than sound, but not faster than his thoughts...

EXT. RIVERBANK - DAY [FLASHBACK]

On the banks of a lazy river, Adam's TWO SONS play,
throwing each other in the water.

INTERCUT WITH ADAM FLYING

Under the shade of a tree, Adam's beautiful WIFE curls next to him.

He runs a finger along her arm. She checks his eyes, wary.

He smiles. Tries to kiss her. He's just about to land one, when...

ELDER SON
Father! Father!

The boy is pointing to the sky, a dark shape. Too fast for a cloud. A flock, maybe.

EXT. RIVERBANK - DAY [NOW]

A splinter unit of hawk-men flies off, its work done.

We PUSH THROUGH the silent reeds, catching a child's limp arm. Another body floats in the water.

We hear a RUSH as Adam arrives, off-screen. REVEALING him, we see true panic, his heart in his throat. He counts the bodies in the water, dangling from the tree, praying that one was spared. Overlooked.

But they are all gone. All dead.

He falls to his knees, giving voice to a terrible fury.

His fists STRIKE the earth. The whole valley SHAKES.

In the midst of his rage, he looks up, a sudden dark inspiration.

INT. CAVE / THE ROCK OF ETERNITY - DAY

Lit by flickering torchlight, seven giant statues embody the Seven Sins of Man. Each has a grotesque countenance, eyes of pure evil.

They are labelled in Sanskrit, but as Adam walks past, the words change to English: Lust, Gluttony, Greed, Sloth, Wrath, Envy and Pride. (We'll be in English for the rest of the movie.)

We hear WHISPERING voices in the surrounds, overlapping and indistinct:

THE VOICES

*Finally, he's come! / Take what you want
/ Teth-Adam, Black Adam / Destroy them
all! / She's waiting...*

He pays them no mind. There's only one thing he wants.

A young girl in a Central American peasant dress -- MAYA -- is sitting in the shadows, playing a game with stones and circles drawn in the dirt. She looks to be eight years old. Pushing the dark hair out of her eyes, she looks up to see Adam.

ADAM

Come with me.

He reaches out a hand. Unafraid -- and unsurprised -- she takes his hand and stands.

MAN'S VOICE
You know she cannot leave.

Adam turns to see an ancient man in white flowing robes. His long beard and hair are nearly the same color, giving him the appearance of a ghost.

This is the wizard SHAZAM.

There's considerable distance between the two men, the scale of an Old West duel.

ADAM
She can bring my family back.

SHAZAM
You would destroy the world to do so.

THE VOICES
Lies! / He wants you to suffer! / Wizard has no sons. / She's waiting for you.

SHAZAM
Silence!

He holds a hand up to the statues. The voices suddenly cease. The only sound left is the hollow echo of the cave.

For her part, Maya is fascinated. She looks back and forth between the men.

SHAZAM (CONT'D)
I chose you for your courage, Adam. Your sense of justice. But this world needed a champion, not a dictator.

ADAM
The gods made me, wizard. You cannot unmake me.

SHAZAM
But I can contain you.

He pulls a scarab from his robes. Points the jewelled center at Adam, calling out...

SHAZAM (CONT'D)
I am Shazam!

Mystical power surges through the wizard, charging the artifact.

Maya's hand slips through Adam's fingers as they become non-corporeal.

The dark champion finds himself pulled towards the scarab, his body tumbling in on itself in a cascade of light.

With a final, furious SCREAM, Adam is sucked into the scarab's jewelled center.

Drained from the mystical exertion, the wizard lets the scarab drop through his fingers, landing on the dirt.

A quiet beat.

Maya looks the old man in the eye.

MAYA

He'll come back. And you'll be gone.

CUT TO:

MAIN TITLES

Pencil lines quickly sketch out the scarab. The frame moves, showing an entire comic book page as it comes together.

It's a superhero book, but not specific to our story. We're just getting the general sense of heroic muscle, perilous action and suspense.

As pages fly by, our camera moves through the frames. Pencil becomes paint. Paint gets inked. Through it all, our credits are lettered in speech balloons and narration blocks.

FLASHES of light as the painted pages are photographed. They slide apart into cyan, magenta, yellow and black plates. New FLASHES etch them into metal, which bends on the drums of giant presses.

Layers of wet color stack up on each other. We RUSH IN close to reveal a forest of tiny screened dots...

...emerging on the far side to see the face of the boy reading this comic:

BILLY BATSON, age 13.

From the moment we see him, we know he's our hero. He's not especially strong, or fast, or smart. But he possesses a single trait that sets him apart -- an intangible quality which gave Norman Rockwell a career.

Billy Batson is utterly and unmistakably good.

We are...

INT. WHIZ COMICS - DAY

Nestled in a dingy strip mall, Fawcett City's best comic book store has a half-century's pulp history on its crowded shelves.

It's the after-school rush. ZIT-FACED TEENAGERS in public school uniforms -- polos and khakis -- paw through the racks, reading as much as they dare before the CROTCHETY OWNER yells at them.

Billy pulls a new release from the rack.

BILLY

I can't believe they got rid of
Deltaman's cape.

FREDDY

It's more realistic.

BILLY

What is he supposed to wrap around people
when he saves them from a fire? Or pulls
them from a lake?

FREDDY

A blanket? A towel?

FREDDY FREEMAN, 14, is Billy's best friend and foster brother. Quick-witted and crafty, he's a survivor.

FREDDY (CONT'D)

Red Menace doesn't wear a cape.

BILLY

He's a villain. A hero needs a cape.

From the corner of his eye, Billy notices three OLDER TEENS acting suspiciously. They keep glancing up at the counter. When the owner looks away to help a customer, the leader of the boys, ROWDY SPARKS (16), grabs a thick stack of comics and tucks them in his waistband. Covers them with his shirt.

Billy can't believe how brazen they're being. Especially when they head for the door.

BILLY (CONT'D)

Hey! HEY!

Billy maneuvers through the racks and classmates, headed after them.

FREDDY

Wait, Billy!

EXT. STRIP MALL - DAY

Rowdy and his crew are already passing in front of Joyberry!! Yogurt when Billy emerges from the comic book store. Spots them.

BILLY

Stop!

Catching up, Billy grabs him by the sleeve. Rowdy turns suddenly, knocking Billy to the ground.

A pack of JUNIOR HIGH GIRLS watches from the yogurt shop. They're evidently from the same school: same polos, but with skirts.

We focus on one girl -- CAITLIN -- who steps away from her friends, almost ready to intervene.

ROWDY

What's your deal, Batson?

ROWDY'S PAL

Kick his ass, Rowdy.

Freddy emerges from the comic book store, pulling something from his pocket. It's a beat-up digital video camera, \$60 from a pawn shop.

BILLY

It's wrong to steal.

ROWDY

It's wrong to piss me off.

Rowdy picks him up by the collar, buttons popping.

CAITLIN

Don't hurt him!

Rowdy glances over, back to Billy.

ROWDY

Who's that? Your girlfriend?

Rowdy's Pal notices Freddy with the video camera.

ROWDY'S PAL

Hey! Stop that!

FREDDY

What? Whole school's gonna wanna see you beat him up. Hold on. Let me get slow-motion.

(presses a button)

Okay. Go. Seriously. Go.

Rowdy's no fool. He's a few steps away from juvie as it is. He pulls Billy face-to-face.

ROWDY

We'll do this later.

He drops Billy. Walks off.

BILLY

Give back what you stole.

Rowdy takes the comic books from his waistband and throws them in the air. They fly open, scattering on the sidewalk. Rowdy and his buddies just keep walking.

The girls in Joyberry!! slink back to their seats. Only Caitlin keeps watching.

Freddy shuts off his videocamera.

FREDDY

(to Billy)

You all right?

BILLY

Yeah. Fine.

He starts gathering up the comics. He glances over at Caitlin, but she's already gone back to her friends.

EXT. RUN-DOWN NEIGHBORHOOD - DAY

Billy and Freddy's neighborhood isn't just on the wrong side of the tracks -- it's literally underneath them. A billion-dollar light rail system RUMBLES overhead, whisking businessmen from downtown to the suburbs without any notice of the dilapidated homes underneath.

The boys walk home along chain-link fences wedged with trash and wind-blown grocery bags.

FREDDY

What's her deal, anyway?

BILLY

Who?

FREDDY

Caitlin. Why did she stick up for you?

BILLY

She didn't.

FREDDY

Yeah, she did.

BILLY

She didn't stick up for me. She stuck up
for what was right.

FREDDY

Does she like, like you?

BILLY

No. Why are you being weird?

They've reached their house. Like most on the street, it's hard to say whether it needs fresh paint or a bulldozer.

DALE (PRE-LAP)

These boys, well...

INT. HOUSE - LIVING ROOM - DAY

Billy and Freddy sit on opposite sides of DALE and KITTY GROOT, their foster parents.

DALE

These boys are special.

KITTY

So special.

All four share a couch, facing the clipboard-wielding SOCIAL WORKER, a genial woman in her 40's.

Dale's business cards read "entrepreneur," but having them printed was the last work he's done in a year. Kitty was a cheerleader in high school. Since then, she's had less to cheer about.

SOCIAL WORKER

You believe it's a good fit?

DALE

Totally. These boys make being a foster parent so rewarding.

KITTY
So rewarding.

FLASH CUT TO:

INT. KITCHEN - DAY [FLASHOUT]

Dale shows Kitty two identical state welfare checks:

DALE
Two-hundred thirty bucks apiece.

INT. LIVING ROOM - DAY

To the Social Worker...

DALE
We try to mix it up. We take trips.

INT. STAIRWELL/FOYER - MORNING [FLASHOUT]

Freddy and Billy come downstairs to see Dale and Kitty leaving with luggage.

DALE
Goin' to Vegas. Should be back in, what, a week?

KITTY
(chipper)
There's peanut butter in the fridge.

INT. LIVING ROOM - DAY

KITTY
We work on projects together. The boys are a big help.

EXT. BACK YARD - DAY [FLASHOUT]

We hear a CHAIN SAW. Kitty is wearing goggles and fluffy ear muffs.

Billy is sitting on Freddy's shoulders, trying to cut through a branch. He's barely balancing. Shouting over the saw:

BILLY
I don't think this is safe!

KITTY

That's why you have to be careful!

INT. LIVING ROOM - DAY

DALE

I can't imagine what we'd do without them.

FREDDY

Probably get a job.

Dale reaches to strangle him. Instead, he pulls him into an awkward hug.

DALE

This one's a regular stand-up comic. Just get him a microphone and a brick wall!

SOCIAL WORKER

Freddy, you have an aunt up north. We could try again to see if she'd be willing to...

Freddy abruptly changes his tune...

FREDDY

No, I like it here. Dale and Kitty are great parents.

SOCIAL WORKER

Billy, how do you feel?

He feels Dale and Kitty's glare. Even Freddy is shooting him a look: toe the line. Billy is torn by his honesty. Finally...

BILLY

I'm fine here. Really.

INT. FRONT DOOR/FOYER - DAY (LATER)

Dale shuts the door behind the social worker, all smiles. But when he turns around, he's pissed.

DALE

You two pull that crap again and your computer is gone.

BILLY

We bought it.

DALE
Who pays the electricity?

FREDDY
Our checks from the state.

DALE
Well, la-ti-dah. We can't all be
orphans.

KITTY
What Dale's saying is, we have to work
together. Like a family.

BILLY
You're abusing the system. What you're
doing is probably illegal.

DALE
Then why don't you tell them, Billy?
Tell them what crappy foster parents we
are? Oh, because, that's right -- they'd
split the two of you up. You're not
really brothers. If you want to stay
under one roof, it's gonna be ours.

Dale stomps off, Kitty following. Billy and Freddy trade a
look. They both know he's right.

INT. ATTIC BEDROOM - NIGHT

"Under Dale's roof" means quite literally that -- a low-ceilinged wedge of a room with barely enough room to stand. Billy and Freddy's bunk beds have been shortened, making them more appropriate for submarine duty.

Billy sits in the bottom bunk, looking at a wrinkled photo of his PARENTS, taken on their wedding day. They're young and smiling.

Freddy enters, just back from brushing his teeth. Sees
that something's bugging him.

FREDDY
What's wrong?

BILLY
It's my birthday.

FREDDY
Tomorrow?

BILLY

Today. It was today.

FREDDY

Sorry. I didn't...

BILLY

It's no big deal.

Freddy climbs up into his bunk. Leans over the edge.

FREDDY

If I had the money, I'd get us out of here. We'd get an apartment with a big flatscreen TV.

(adding)

The TV is your birthday present.

BILLY

Thanks. You can watch it too, sometimes.

FREDDY

Thanks. I'll have my own, though.

Freddy switches off his light. Billy still has a desk lamp on. He looks up at the underside of the mattress above him, where he has pictures tucked into the bedsprings. They're mostly of the parents he never met.

He switches off his light.

INT. ATTIC BEDROOM - NIGHT

Moonlight streams through the attic window, giving everything a pale blue glow. Billy lies awake in the bottom bunk. It's not clear if he ever fell asleep.

He hears a NOISE. A RUSTLING. Looks over to see a shape moving in the shadows. As it passes the window, we see it more clearly.

It's a full-grown Bengal tiger.

The giant cat nods, then heads for the door. Billy stays put. The tiger circles. And speaks.

TIGER

Follow me.

Terrified, but strangely compelled, Billy climbs out of bed.

INT. STAIRWELL - NIGHT

The tiger leads the way down, its giant paws padding softly on the steps. Billy hesitates -- isn't there some fairy tale about not following tigers? But the big cat looks back, and Billy has no choice but to follow.

CLOSE ON Billy's bare feet as the wooden steps CREAK. As he continues, the surface changes and the steps are now stone. Worn. Ancient. He's no longer in his house, but rather...

INT. UNDERGROUND PASSAGE - TIME UNKNOWN

The tiger is gone. Up ahead, a MAN and a WOMAN investigate the glyphs on a wall by lantern-light.

We recognize them from Billy's photo. His father, C.C., is strapping -- Indiana Jones without the whip or fedora. Billy's mother MARILYN is bookish but bold. She's taken the lead, translating...

MARILYN

Day becomes Night. Light becomes Dark.
Life becomes...

ANOTHER MAN'S VOICE

Death. Yes, poetic. It's a tomb.

Billy looks for the source of the voice. A SECOND MAN is holding a lantern, the flare of light obscuring his face.

Marilyn pushes the glyphs in sequence. A RUMBLE. C.C. grabs her, pulling her back. Suddenly, the wall drops down. It was a door.

C.C.

It could have been booby-trapped.

MARILYN

(a smile)

But it wasn't.

The Lantern Man leads the way inside.

Billy inches his way closer. It's darker now. The light can't seem to penetrate the inky blackness. Suddenly, hands grab him. Lift him. He's face to face with...

BLACK ADAM.

ADAM

Bring her.

SMASH CUT TO:

INT. ATTIC BEDROOM - DAWN

Billy wakes up SCREAMING. Sits up in bed -- WHACK! -- hitting his head on the upper bunk. He collapses back.

BILLY

Ow! Ow Ow!

Freddy jumps down from the top bunk.

FREDDY

What happened?

Tears squeeze from Billy's eyes.

BILLY

Nothing. I had a nightmare.

He sits up, carefully.

BILLY (CONT'D)

My parents. You know they were lost in that expedition?

FREDDY

When you were a baby.

BILLY

I saw it.

He gets up. A little wobbly, but he'll be okay.

BILLY (CONT'D)

There was a guy. A really scary guy. And a tiger. He could talk.

FREDDY

Uh-huh.

Freddy reaches into Billy's bunk, pulling out a stuffed toy tiger. Worn and filthy, it's been Billy's as long as he can remember.

FREDDY (CONT'D)

He look like this?

BILLY

Yeah. Sort of.

FREDDY

It's your birthday. You're thinking about your parents. This tiger is the last thing you have of them.

BILLY

I know. It was just a dream.

From downstairs, Kitty yells up.

KITTY (O.S.)

Breakfast!

FREDDY

(yelling back)

Are you asking us to make it for you?

A beat.

KITTY

Yes!

Freddy and Billy trade a look.

FREDDY

(re: the tiger)

Have you ever washed this thing? It's probably got toxic mold or something. That's why you've got nightmares.

Tossing him the tiger, Freddy heads downstairs. Billy looks at the tiger. It is pretty filthy.

INT. LIVING ROOM - DAY

Kitty is on the couch with a giant book of Sudoku puzzles. The TV is on "Fawcett City A.M." Freddy cuts through to the kitchen.

KITTY

Scrambled, thanks.

TV INTERVIEWER (O.S.)

Our guest today is Dr. Theodore Adams, head of archeology at Fawcett University.

Billy comes downstairs and goes through another door, headed for the basement. We SETTLE ON the

TV SCREEN

where DR. THEODORE ADAMS (60s) is being interviewed.

The screen credits list him as "Professor, Fawcett University." He comes off as a genial grandfather, but he has a young man's ambition and drive.

TV INTERVIEWER (CONT'D)

In your new book, you claim that magic is real.

DR. TED

A certain kind of magic, yes. You study ancient cultures and you see their daily life was full of impossible things. Wizards. Heroes.

TV INTERVIEWER

Myths.

KITTY

Dale! It's that guy, I think. From the, you know...

No answer from Dale.

DR. TED

That's the mistake. We assume they're myths. But what if their world was very different than ours? What if magic used to work? What if there are magical artifacts still around us today?

Kitty watches, intrigued.

INT. BASEMENT - DAY

Billy tosses his dirty clothes in the basket by the washing machine. He puts the stuffed tiger on top, then heads back upstairs.

MISS HALL (PRE-LAP)

These are decisions. That's what history is. You're looking at the choices people made.

INT. MIDDLE SCHOOL CLASSROOM - DAY

MISS HALL (Abby, 28) is the girl next door grown up. Her life is a series of half-achieved ambitions. Her student loan debt is astonishing.

She's at the chalkboard, where she's drawn a grid: "Right," "Wrong" and "Usually," "Always." Many terms ("mercy," "deception," "justice") are already filled in.

CAITLIN

But Miss Hall, you can't know if a choice
is good or bad until later. And what's
good for one person might be bad for
another.

Caitlin is sitting in the row ahead of Billy and Freddy.

MISS HALL

Exactly. That's why you want to have a
system to guide you. A set of
principles.

The class bell RINGS. Miss Hall panics -- she'd lost track
of time. As students start loading their backpacks...

MISS HALL (CONT'D)

Wait! You have an assignment tonight.

A GROAN.

MISS HALL (CONT'D)

You each need to come up with a moral
code, a list of rights and wrongs.

(before they can protest)

The Magna Carta had 63 articles.

Hammurabi had 282. You only need eight.
One page.

Students begin to file out. Miss Hall catches Billy near
the door, pulls him aside.

MISS HALL (CONT'D)

Are you all right? You got a bit of a...

She indicates the red mark on his forehead.

BILLY

Hit my bed.

MISS HALL

You know, Billy. If there's anything
going on at home, you can tell me.

Freddy gets her implication before Billy does.

FREDDY

He did it himself. I was there.

MISS HALL

Okay.

Billy and Freddy head out. We find Caitlin watching the interaction, ostensibly packing up. There's something about Miss Hall she doesn't like. Doesn't trust.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Outside, a storm is BOOMING. Flashes of lightning illuminate the rain as it pelts the attic window.

Billy and Freddy are working on their assignment. Billy is halfway done, while Freddy only has his name at the top of the paper.

FREDDY

Just give me one to get started.

BILLY

Number three: no cheating.

Unashamed, Freddy copies that down as his #1.

FREDDY

Good. What else you got?

BILLY

I'm not helping you.

FREDDY

Fine.

Freddy pushes his chair over to their ancient, Brand-Z computer. Your toaster has more processing power than this beige plastic dinosaur, yet it manages to connect to the internet.

FREDDY (CONT'D)

God of Google, hear my prayer.

He CLICKS. Reading the results...

FREDDY (CONT'D)

"Are you the champion?" Sure. Why not.
(clicks)

"Which is better, an honest thief or a cruel sheriff?" It's a quiz or something.

BILLY

(not looking up)

An honest thief.

FREDDY

Really?

BILLY

The thief knows he's doing wrong. The sheriff thinks he's right.

Freddy clicks "thief." The screen reads "Correct!" and shows the next question.

FREDDY

How did you know that?

Billy shrugs.

FREDDY (CONT'D)

Question two. There can be no justice without...

BILLY

(checking options)

...D. Mercy.

We move into a MONTAGE as Freddy reads aloud questions, which Billy answers. The questions get trickier, but Billy is always right...

BILLY (CONT'D)

The lesser evil.

Hope and Vengeance.

You save the beggar first.

FREDDY

Question eleven: which of these is not a virtue?

BILLY

Luck. There's no choice to it.

As the storm continues outside, a particularly bright flash of lightning signals a close hit. Behind the boys, the room lights go out. They're too engrossed to notice.

EXT. NEIGHBORHOOD - NIGHT

We see the whole street has gone dark. But as we PUSH BACK up to the attic window, we find Billy and Freddy, lit only by the computer monitor's glow. Somehow the computer is still running.

INT. ATTIC BEDROOM - NIGHT

FREDDY

"Question 20: you have a chance to save your family, but doing so would unleash great harm upon others. Do you save them?"

The choices on screen are "YES" and "NO."

Billy hesitates, then...

BILLY

No.

The screen changes, reading...

FREDDY

"Are you sure, Billy?"

(realizing)

How does it know your name?

BILLY

Yes, I'm sure.

The screen changes to, "Congratulations. Collect your prize."

A beat. Suddenly, the printer WHIRRS to life. Both Freddy and Billy jump a bit.

Freddy takes the paper from the printer.

FREDDY

It's a map. Somewhere downtown. A subway stop.

He hands Billy the sheet.

FREDDY (CONT'D)

We're going, right?

BILLY

It's after 10. It's raining.

FREDDY

It knew your name.

BILLY

You don't go meeting strangers off the internet.

FREDDY

What internet? The power's out. So how
can the computer be working?

Billy has no answer. Freddy grabs the map, and his jacket.

BILLY

You can't go. It's not...

FREDDY

What?

Finally...

BILLY

Freddy, it has my name on it.

FREDDY

Yeah. And what's so special about you?

With that, Freddy goes. A hard beat, then Billy grabs his jacket to follow him.

INT. DOWNTOWN SUBWAY STATION - NIGHT

Drenched to the bone, Freddy and Billy hurry down the last few steps. They reach the platform just as a train is pulling away. There's no one left, just the CLACK CLACK CLACK of the echoing tracks.

Freddy pulls the directions from his pocket.

FREDDY

It says we need the Aleph train. A-L-E-P-H.

Billy and Freddy check the big map on the wall. As they're looking, we get a look at some of the advertisements: the Fawcett City Thunderbolts (a football team) and Sivana (some sort of electronics company).

BILLY

(re: the map)

They're all letters and numbers.

FREDDY

Maybe it's where the line ends. The destination.

Billy looks around for someone to ask. That's when he notices

A TRAIN

on the tracks. That's odd -- he never heard it come. The cars are empty. The sign above the window reads, "Aleph-Direct." Bells RING as the doors start to close. It's about to pull out.

BILLY

C'mon!

INT. TRAIN - NIGHT

Billy makes it with time to spare. Grabs a pole, turning back to Freddy. But his friend isn't there. He's still back at the map, checking for the line.

BILLY

Freddy! C'mon!

Freddy doesn't hear him. The doors shut.

BILLY (CONT'D)

No! Wait!

The train begins to move, the familiar CLACK CLACK CLACK of the rails. Billy watches in horror as they pull out of the station.

BILLY (CONT'D)

Freddy!

He BANGS on the glass, but the world outside seems frozen in time. And then it's gone.

The tunnel is dark. The train is picking up speed. Billy tries to keep his wits, looking around.

Above the handrails, where you'd normally see ads for community colleges, are slabs of granite, carved with names of ancient gods and heroes: Solomon, Hercules, Atlas, Zeus, Achilles and Mercury. Each includes a pictograph showing a special trait: strength, speed, wisdom, etc.

The train suddenly stops -- without a lurch, as if it's been standing still the whole time.

The doors open, revealing a torch-lit cave that is familiar (to us). To one side, we see the edge of the seven giant statues, each with wicked grins.

Billy cautiously steps off the train to get a better look. Seeing the malice on the statues' faces, he glances back at the train -- but finds it's gone. In its place is an opening to the night sky.

Fascinated, Billy walks back to get a better look.

WE PULL BACK through the opening of the cave, going WIDER and WIDER, revealing a black mountain peak that grows both up and down. It's like an obsidian pendant, balancing on its point.

Billy steps to the edge, looking over his feet to the world far below. It's Fawcett City. He can even see a helicopter buzzing past, somehow unaware of the giant mountain.

BILLY (CONT'D)
(to himself)
Where am I?

WIZARD (O.S.)
The Rock of Eternity.

Billy turns to see the wizard Shazam. It's the same man we saw centuries ago in the opening, only now he is well beyond ancient. He looks to be held together by cobwebs.

WIZARD (CONT'D)
It is a mountain that exists between moments. It is a vault, storing forces that must never be released.

In the shadows, we see the little girl (Maya) watching, curious.

BILLY
Who are you?

WIZARD
I am the wizard Shazam. I called you -- but you were always fated to come. The tiger holds the key to your past and future.

(closer)
You are the new champion, Billy Batson.

BILLY
You wrote the test.

WIZARD
No. The questions are written every day and answered by our actions...

He COUGHS, the kind of consumptive rasp that might as well be a death rattle.

BILLY
Are you...

WIZARD

My time in this world is over. But my name holds power. You must only speak it to become the mightiest mortal in the world. Only you can defeat what is coming.

BILLY

What? No. I'm not ready.

WIZARD

We never are.

Suddenly, the wizard collapses. Really collapses: it's as if his robes were being held up by smoke. Billy grabs at the cloth, hoping some disembodied spirit of the wizard can hear him:

BILLY

You made a mistake!

We PULL OUT from a CLOSE UP to find Billy back...

INT. DOWNTOWN SUBWAY STATION - NIGHT

...beside Freddy at the map.

FREDDY

Fine! I can't find the stupid line anyway.

Freddy checks the printed paper again. Billy is freaking out, wondering if this is all a dream. A hallucination.

BILLY

How long have we been here?

FREDDY

A minute? I dunno. We just got here.

Freddy looks at Billy, and knows that something's up.

TRANSITION TO:

EXT. DALE AND KITTY'S HOUSE - NIGHT

The glare of streetlight catches the rain as the THUNDERSTORM continues.

INT. KITCHEN - NIGHT

Billy reaches into the refrigerator, pulling out a carton of milk. He's still a bit damp from the walk home.

FREDDY

So what did he say? The wizard guy.

BILLY

He said I was a champion.

He sniffs the milk to make sure it's okay.

FREDDY

Champion. Like, "the winner?"

BILLY

No, like I was a hero. A protector.

FREDDY

You?

BILLY

I know. It's gotta be a mistake, right?
You'd pick somebody bigger. Stronger.

FREDDY

Smarter.

Billy is almost offended, but then shrugs. Fair enough.

Grabbing a glass from the rack, he pours himself two fingers of two-percent.

FREDDY (CONT'D)

What are you supposed to protect?

BILLY

He didn't say.

FREDDY

You didn't ask?

BILLY

It wasn't like...
(frustrated)
You weren't there!

He downs the milk like a shot of gumshoe bourbon, then pours himself another.

BILLY (CONT'D)

You believe me, don't you?

FREDDY

Of course.

BILLY

Why?

FREDDY

Because you never lie. Even when you probably should.

Freddy takes the milk. Drinks right from the carton.

BILLY

You know, Dale does that, too.

Revolted, Freddy wipes his lips.

FREDDY

Did he give you any instructions? Like, "throw this ring in a volcano" or something?

BILLY

No. Nothing. He just died.
Disappeared. Obi-wan'd.

FREDDY

Maybe he'll come back as a ghost. Lots of wizards are immortal.

A beat. Billy's remembering something.

BILLY

He said something about "mortal." His name...

(remembering)

"You must only speak it to become the mightiest mortal in the world."

FREDDY

What was his name?

We slowly PUSH IN on Billy as he tries to recall the wizard's odd name...

BILLY

Shhh...Shah...Sha-boom.

A silent beat.

FREDDY

Okay. No wizard's going to be named "Shaboom." The first thing he's gonna do is magically change his name.

BILLY

It was like that, though. Shadram.
Shaval.

FREDDY

Shaquille?

BILLY

Shanti. Shazzy.

FREDDY

I think that's why he died. He had a
horrible name.

Freddy puts the milk back in the refrigerator, looking for
something else to eat. We MOVE CLOSE ON Billy as he
finally gets the syllables right...

BILLY

(low)

Shazam.

CUT TO:

EXT. HIGH ABOVE FAWCETT CITY - NIGHT

Through the rain clouds, the coastal city is a sea of
twinkling streetlights. We suddenly RUSH STRAIGHT DOWN at
a house located dead center.

As we descend, a ROAR OF THUNDER builds to deafening
levels. This is when those THX folks earn their money.

INT. KITCHEN - NIGHT

Billy looks up to the ceiling as a BLINDING BRIGHT LIGHT
hits him, knocking him down.

All around, every light and every kitchen appliance
suddenly switches on. For two seconds, it's like a
thousand Vegas-es at once.

As the BOOM hits, everything goes dark.

INT. DALE AND KITTY'S BEDROOM - NIGHT [CONTINUOUS]

The BOOM shakes the house. On the nightstand, various
tchotchkies RATTLE and DANCE, a glass kitten falling to the
floor.

Kitty grabs the swinging lampshade, freaked out. She was awake in bed, reading ANCIENT MAGIC by Dr. Theodore Adams.

She looks over to Dale, who is still a SNORING lump. Furious, she shakes him to half-consciousness.

KITTY

Dale! How could you sleep through that?!

Dale is bewildered.

DALE

What? I was asleep.

With a WHIMPER, he curls back under the covers.

INT. KITCHEN - NIGHT [CONTINUOUS]

The lights rise on Freddy, whose hair still CRACKLES with static electricity. He can't see Billy, who's fallen behind the counter.

FREDDY

You okay? Billy? Billy!

VOICE

(hoarse)

Yeah.

We HEAR Billy getting up, but STAY ON Freddy, watching his reaction. His eyeline seems a bit high.

From Billy's P.O.V., we look down to his shirt, pants. His clothes are shredded, and smoking in places. Not only that...

VOICE (CONT'D)

My pants shrunk.

FREDDY

(a little freaked out)

Uh-huh.

VOICE

I feel...weird.

FREDDY

You got hit by lightning. You might want to check...

Freddy points to his right.

Billy's P.O.V. moves over to the counter, where the toaster is half-hidden behind a box of Wheaties (which features the star running back of the Thunderbolts).

Moving the box aside, he looks into the shiny surface of the toaster. It's not his own face he sees, but rather MARVEL.

He's the strapping, All-American superhero ideal, only without the spandex costume -- he's looking pretty Robinson Crusoe with his clothes hanging in tatters.

(For clarity, we'll always call this incarnation Marvel, whether or not he's in his superhero garb. Boy = Billy; Man = Marvel.)

Marvel double-takes, thinking there must be someone behind him. But his hand touches his own face.

MARVEL

Aaah!

He freaks, pushing away from the counter with such force that he BLASTS back against the far kitchen wall. Suddenly, he's upside down, "falling" against the ceiling. Trying to catch himself, his hands dig into the plaster.

MARVEL (CONT'D)

Freddy!

He reaches out towards Freddy, only to find himself barreling in that direction. As Freddy dives for cover, Marvel ricochets against the fridge and across the kitchen table. THWANG! He knocks things off the counter. He tries to grab chairs to slow down. His grip leaves deep handprints.

MARVEL (CONT'D)

What's happening?!

FREDDY

You're flying!

He's like a WWII plane with one wing shot up, desperately trying to pull out of a death spiral.

MARVEL

How do I land!?

He SLAMS into the outside door. The hinges STRAIN, but hold.

FREDDY
Put your feet down!

Marvel tries to put his feet on the floor, but there's no connection there -- it's like trying to stick a magnet on a piece of wood. Finally, he ends up "standing" on the door itself, perpendicular to the floor.

For the moment...

MARVEL
I'm okay.

Then the door BURSTS off its hinges.

Marvel is sucked outside, feet-first.

MARVEL (CONT'D)
Help!

EXT. HOUSE - NIGHT

Marvel flies feet-first, up and out of the house. He desperately grabs onto a streetlamp, his ankles swimming against the stars.

Freddy reaches the front door, seeing the predicament.

FREDDY
Can you climb down?

MARVEL
Maybe.

Hand over hand, Marvel works his way down the lamp pole. He feels himself slipping up, so he grabs on tighter. That seems to work for a moment, but then...

CREAK.

The streetlamp strains at the base. He's literally pulling it out of the ground. One bolt POPS. Then another. Suddenly, Marvel and the pole are shooting straight up.

Shouting to the sky...

FREDDY
Billy! Think down!

EXT. THE SKY - NIGHT

Rocketing feet-first up into the storm clouds, Marvel lets go of the useless streetlamp. It's eerily beautiful, the nighttime clouds lit from within by bursts of lightning. But Marvel only has one goal...

MARVEL

Down down down.

He closes his eyes, concentrating. Forces himself to take a deep breath.

Sure enough, his ascent slows. His ankles fall back over head and he begins to descend.

He looks down. The clouds part, revealing the city below.

EXT. CITY STREET - NIGHT

Deserted. Suddenly...

MARVEL LANDS.

The impact makes the asphalt ripple and crack, yet his bare feet are unscathed. Relieved to be on solid ground, Marvel lets out a breath. Then...

He's hit by a TRUCK at 40 mph.

It barely budges him. Rather, the truck crumples around him, as if it hit a concrete pole. Marvel finds himself staring through the shattered windshield at the DRIVER, who is even more freaked out.

MARVEL

Are you okay?

The guy nods very slowly. Suddenly, the AIRBAG deploys.

MARVEL (CONT'D)

Sorry.

INT. BATHROOM - NIGHT

Marvel, still soaked and shirtless, leans close to the mirror, examining his face. Even his teeth seem big.

Freddy watches from the doorway.

MARVEL

How do I know if I'm me?

FREDDY
(good question)
I dunno. What's your favorite ice cream?

MARVEL
Fudgeopolis. It's just...I know things.
Things I shouldn't know.

FREDDY
Like what?

MARVEL
Sopanamarge'Ga karoti abdam.

FREDDY
What's that?

MARVEL
Sanskrit.
(a thought)
My dad was an archaeologist. I bet he
spoke Sanskrit. And I kind of look like
him now.

FREDDY
Could he fly?

MARVEL
I don't think so.

FREDDY
Then you're probably not him. What else
can you do?

MARVEL
I'm strong. I mean, I stopped a truck.

FREDDY
Do you have heat vision?

MARVEL
I don't know. Let me try.

He focusses his eyes, really concentrating.

FREDDY
Don't look at me!

MARVEL
Sorry.

Marvel focuses on one of Kitty's horrible cat tchotchkies,
really trying to make it burst aflame. We CREEP IN on it
as it suddenly...does nothing.

MARVEL (CONT'D)
I guess I don't.

FREDDY
That sucks.

Marvel absently brushes his chin. Feels the faint grit of stubble.

He looks back into the mirror, excited.

MARVEL
I can shave!

FREDDY
That's not a superpower.

MARVEL
You can't do it.

With no appropriate comeback, Freddy walks away.

Marvel takes the opportunity to look at his chest hair. His armpit hair.

Making sure Freddy's gone, he risks a peak into his sweat pants. Whoa.

EXT. COUNTRY ROAD - DAWN

Freddy stands at the side of the road, next to a "Your Speed Is" sign and meter. A ROARING WHOOSH moves past him. We mostly just feel the momentum -- Marvel is moving too fast to see.

The surface of the road is bubbling a bit -- it wasn't designed for these speeds. Even the cornfield behind Freddy sways.

Another WHOOSH. Marvel is standing beside Freddy, barely winded. He's wearing a t-shirt and sweatpants borrowed from Dale. He has both arms over his head, for reasons we don't yet know.

MARVEL
How'd I do?

They check the sign, which reads 199.

FREDDY
It can't go any higher. How's that?

WIDER, we see Marvel is holding a GIANT TRACTOR over his head.

MARVEL

Good. It's kind of drippy.

He sets it down, being careful not to break it. Wipes the oil off his hands.

FREDDY

So you're strong, and fast, and can fly.

MARVEL

And I know stuff. Ancient stuff.

FREDDY

Can you shoot spiderwebs?

As a TRUCK rumbles past, Marvel gives it a shot, cocking his wrist. A couple of tries, but nothing.

MARVEL

It would be kind of weird if I could.

FREDDY

True.

INT. CONVENIENCE STORE (BACK IN FAWCETT CITY) - MORNING

While Marvel picks out doughnuts, Freddy fills an enormous cup with choice selections from the soda machine. His own recipe.

MARVEL

We have to be at school in like, two hours.

FREDDY

Superheroes don't go to school.

MARVEL

You're not a superhero.

FREDDY

But I'm like your partner.

MARVEL

You mean sidekick.

FREDDY

No.

MARVEL

Kids are always sidekicks.

FREDDY

I'm not a kid!

MARVEL

That's what a sidekick would say. Plus,
you're an orphan. Orphans are always
sidekicks.

Marvel leads the way to the counter to pay.

FREDDY

You're an orphan too.

MARVEL

That's why I picked you as my sidekick.
Because I remember what it was like when
I was your age.

FREDDY

I'm older than you! I'm not your
sidekick!

MARVEL

Fine. I won't rescue you when you get
kidnapped.

WOMAN'S VOICE

Freddy?

It's Miss Hall -- she's at the counter, buying milk.

MARVEL

Miss Hall.

Freddy grimaces.

MISS HALL

(to Marvel)

Hi. Do I know you?

FREDDY

(quickly)

No. You've never met.

MISS HALL

Oh.

(confused)

I'm Miss Hall. I'm Freddy's teacher.

MARVEL

Hi.

They shake hands. It's still weird.

MISS HALL

And you are...

Marvel looks to Freddy for help.

FREDDY

An uncle. Of Billy's. He's Billy's uncle.

MISS HALL

I can see the resemblance.

MARVEL

(suddenly paranoid)

Really?

MISS HALL

You can tell Billy's going to grow up to be quite a looker.

MARVEL

Oh.

MISS HALL

Not to say that you're...you are, but...

She steps away from her awkwardness.

MISS HALL (CONT'D)

I should...pour milk on my cereal.
That's waiting. At home. Freddy, I'll see you in class.

(to Marvel)

Good to meet you.

Freddy and Marvel both wave. Miss Hall heads out.

FREDDY

Dude, secret identity.

MARVEL

I know. That was quick.

EXT. DALE AND KITTY'S HOUSE - DAWN

As Freddy unlocks the half-broken door, Marvel takes a quick look around to make sure no one's watching.

Given his supernatural wisdom, he has a good hunch...

MARVEL

Shazam?

BOOM! A blast of light and thunder RATTLES the windows. CAR ALARMS go off. An arc of electricity crawls along the overhead power cables.

When we COME AROUND to the far side of Freddy, we see it's now

BILLY

in the background. Dale's t-shirt hangs on him, gangsta-big. Calling after Freddy...

BILLY

Save me some Trix.

INT. HISTORY CLASS - DAY

The period bell RINGS. STUDENTS are already headed for the door.

MISS HALL

Assignments in the box, please! And don't forget permission slips!

She points to a corner of her desk, where students drop their homework on the way out.

Caitlin finishes writing her name on the top, then drops it in. Freddy is right behind her. Billy lingers back a bit.

FREDDY

Miss Hall, you're not gonna believe why I don't have my paper.

MISS HALL

You're probably right.

FREDDY

See, the power went out, and...

MISS HALL

You could have hand-written it. Something tells me Billy got his done.

BILLY

I didn't. I'm sorry.

MISS HALL

That's not like you, Billy.

BILLY

I know.

INT. SCHOOL HALLWAY - DAY

Walking between classes, Billy and Freddy negotiate the crowded hallways.

FREDDY

We need to find someone to shoot you.

BILLY

With a gun?

FREDDY

How else are we gonna know if you're bullet-proof?

Out of nowhere, Rowdy Sparks SLAMS Billy into a locker. Kicks his books down the hall. Then just keeps walking.

Billy's dazed. The first thing he sees is Caitlin.

CAITLIN

Are you all right?

He nods, embarrassed. There's a momentary connection between them. Both are just about to say something when the period bell RINGS again.

Billy joins Freddy in gathering up his books.

EXT. SCHOOL - DAY

A white cape with gold roping catches the afternoon light. It doesn't belong to a superhero, but rather the DRUM MAJOR of the high school marching band.

The band is loading into a yellow bus as Billy and Freddy move past.

BILLY

We need to go back to the train station. If I can figure out how to get to that cave, maybe I'll know what I'm supposed to do.

FREDDY

Downtown's gonna be crazy. They're having that parade for the Thunderbolts winning the division. Every idiot in Fawcett City's going to be there.

A horn HONKS, twice. Billy and Freddy look over to see
DALE

at the curb with his beat-up Pontiac.

DALE
C'mon! We're goin' to the parade.

FREDDY
Like I said.

BILLY
(suspicious)
Why do you want us to come with you?

DALE
Can't a dad have some fun with his boys?

He tosses each of them a red T-shirt with an iconic
thunderbolt logo.

BILLY
They're too big.

FREDDY
They're also counterfeit.

DALE
They won't be once you get them
autographed. Now get in.

EXT. DOWNTOWN AVENUE - DAY

As Freddy predicted, it's a madhouse. THUNDERBOLT FANS
have swarmed the business district to cheer the home team.
It's a sea of cardinal red and thunderbolt logos.

Dale pushes Billy and Freddy through the throng, trying to
get up to the barricades, where the FOOTBALL PLAYERS are
making their way up to a stage.

Dale sets his sights on the star running back, KWALE
ROBINSON. (He was on the Wheaties box.)

DALE
Robinson! Kwale! Sign my boys. Mean
the world to them.

Robinson gestures that he has to get up on stage. Dale is
undeterred.

DALE (CONT'D)
They got cancer! Both of 'em.

That stops Robinson. You gotta sign for a kid with cancer.

Dale already has the Sharpie ready. He hoists Billy up first. Face to face with Robinson...

BILLY
I don't have cancer.

DALE
(low, to Robinson)
Positive thinking. Kid is so brave.

Robinson's not convinced, but signs anyway.

Dale lifts Freddy up to be signed. And then a second shirt under the first. That's when we hear a MURMURING in the crowd, followed by some panicked shouts...

CROWD
Oh God! / It's too low. / It's the wind,
it's...

Everyone is looking up. We follow Billy's gaze up through the canyon of glass skyscrapers, where the giant

SIVANA BLIMP

is hovering overhead. There's clearly something wrong -- it's too low, and too close to the buildings.

The canvas brushes against the glass, dimpling like an old balloon. The smooth windows do it no harm. But just ahead...

A STONE GARGOYLE.

It's merely an architectural flourish, but deadly in context. The blimp is headed right for its sharp head.

The crowd goes silent, watching in slow horror as the white canvas SNAGS and RIPS. Like a certain iceberg and a certain luxury liner in the Atlantic, the gargoyle is cutting a clean gash along the edge of the blimp.

We CRANE DOWN on Billy, watching with Freddy, Dale and Robinson. Billy realizes what he has to do.

He pushes his way back through the crowd.

EXT. NEARBY ALLEY - DAY

Quickly checking that no one is watching, Billy steels himself.

BILLY

Shaz...

He stops himself. Pulls off his sneakers. Clenching both fists, he pushes his chest up to the heavens...

BILLY (CONT'D)

Shazam!

The lightning bolt hits him with a blinding light. The world FLARES OUT, leaving only a silhouette. The MASSIVE BOOM comes a second later, RATTLING the fire escapes.

As our "eyes" adjust, we find Marvel standing in Billy's place. As expected, he's Hulk-ed out: the Thunderbolts t-shirt now fits him like a glove, outlining every rippling muscle. Billy's jeans, however...

MARVEL

Oww!

Marvel hunches over, his manly parts constricted. He rips away the remaining denim, letting his boys breathe. (The t-shirt covers what we shouldn't see.)

EXT. NEAR THE MAIN AVENUE - DAY

The yellow school bus from earlier is parked here, the marching band having abandoned their instruments to check out the blimp disaster in the making.

We find Marvel at a rack of uniforms, quickly slipping into a pair of red pants. He's buttoning up the fly when he spots...

THE DRUM MAJOR'S CAPE.

It's fluttering at the end of the rack, beckoning. There's no way he can resist it.

CUT TO:

INT. SIVANA BLIMP - DAY

About 20 people are in the cabin, mostly wealthy SIVANA EXECUTIVES and their families. They SCREAM as the floor suddenly tilts.

Some manage to grab on to railings, while others fall towards the front.

EXT. MAIN AVENUE - DAY

The entire crowd GASP as the blimp begins to nose down.

Freddy looks to his right, just now noticing that Billy is gone. A moment of realization, then he pulls out his small videocamera. Starts recording.

INT. SIVANA BLIMP - DAY

As the blimp continues to tip forward, a beautiful blonde -- BEAUTIA SIVANA (17) -- loses her grip on the railing. She falls towards the window. A COUSIN yells...

COUSIN

Beautia!

She hits hard, but remarkably, the glass holds -- for the moment. It's beginning to crack around her right hand, where her ring hit. Eyes wide, she stares at the avenue 70 stories below.

And then, something unexpected. A shape comes flying up at her, white cape billowing behind.

EXT. SKYSCRAPERS / SIVANA BLIMP - DAY

Marvel flies up to catch the bottom corner of the blimp cabin, finding a natural handhold on a metal support. He ends up face-to-face with the panicked beauty pressed against the glass.

MARVEL

Don't worry. You're going to be okay.

He sounds convincing, like he's done this 100 times before.

She almost believes him. A nervous smile.

Setting himself, he starts to lift. Straining, but not overly so -- he's nowhere near the limits of his strength. Suddenly, the steel supports

BREAK OFF

in his hands. Marvel stares at them, dumbfounded, as the blimp rushes past him.

Panicked, he grabs for a new part of the cabin, but his cape flies up in his face, blinding him. (It's not attached to the suit like Superman's, so it has a tendency to end up in exactly the wrong place.)

By the time he gets his cape off his face, the blimp is gone.

It's below him, and falling fast.

Marvel dives for it, grabbing onto the white canvas -- it's hard to get a good grip. He takes up the slack, but the weight of the cabin makes it swing like a pendulum...

SMASHING INTO A SKYSCRAPER.

Glass RAINS DOWN on the street below.

Trying to steady it, Marvel finds himself slammed into the opposing building, SHATTERING more windows. Still, he keeps his grip.

He's just about gotten the cabin stabilized when we hear FABRIC TEARING. The blimp can't support being held by one point. The bottom half -- including the cabin -- rips free, plummeting faster than ever.

MARVEL (CONT'D)

Shoot.

He rockets straight down, trying to catch up with it. He manages to get slightly ahead, grabbing it again. Unfortunately, the sudden stop sends Beautia SMASHING through the glass. She swims against the air, headed for asphalt.

Marvel heaves the blimp straight up, hoping to buy enough time to catch her.

He grabs her by the wrist, pulling her into his chest. He rolls his shoulder, hitting the road with his back. They crater, but both are intact.

An intimate moment: she's on top of him, her lovely blonde hair rimmed by the afternoon light. She smiles.

BEAUTIA

Thank you.

MARVEL

One sec.

He gently pushes her off, standing up to catch

THE BLIMP

just before impact. He carefully sets the cabin down on the street.

The white canopy flutters down around him like a parachute, completely covering him.

EXT. DOWNTOWN AVENUE - DAY

The crowd ERUPTS in cheers, including Dale. Freddy smiles. Keeps taping.

EXT. BLIMP SITE - DAY

Marvel fights his way out of the white canvas. Sees EMERGENCY WORKERS headed his way, and decides it's best to cut out.

He flies up and away, trying to get his cape to cooperate. He ends up pinballing off another building before finally righting himself, disappearing into a flare of sunlight.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Freddy is packing a duffle bag. An old TV plays in the background -- a news report about the events downtown. On it, Beautia Sivana is interviewed. (The screen titles give her full name for the benefit of the hardcore fans.)

BEAUTIA

No, I think blimp travel is safe. I mean, other than crashing. It's fun and you meet great people.

A KNOCK. Freddy looks back to see Marvel, floating outside the window.

Freddy hurries over to unlatch it.

FREDDY

Where did you go?

MARVEL

(climbing in)

The north pole. Least, I think so.

There's not actually a pole.

(confessing)

I kind of got lost. I probably need GPS.

FREDDY

Yeah, maybe you can keep it in your cape.

Marvel doesn't revisit that argument.

MARVEL

Am I on the news?

FREDDY

You are the news. Every channel. And who had the best footage of all?

Freddy raises his little videocamera.

FREDDY (CONT'D)

This TV producer paid me four thousand dollars for it. Cash.

MARVEL

I don't know if that's right, making money off of it.

A BUZZ. Freddy fishes into his pocket, digging out a cellphone.

FREDDY

Everyone else is.

(answering his phone)

Freddy Freeman Productions.

MARVEL

You got a cell phone?

FREDDY

(on phone)

Absolutely, Tom. The minute I get more Captain Marvel footage, you're my first call.

MARVEL

(horrified)

Captain Marvel?

Freddy holds eye contact for a silent beat. Clicks his phone shut.

FREDDY

It just sort of happened.

INT. TV NEWS DESK - DAY [FLASHOUT]

Two VAPID ANCHORS and an ON-SCENE REPORTER are filling time, with nothing real to report in the second hour of this "Breaking News!" bulletin.

REPORTER

Some in the crowd have dubbed this new hero "Marvel," and it's not hard to see why.

MALE ANCHOR

There's speculation the cape could indicate a military background. A captain, perhaps.

FEMALE ANCHOR

Whatever his rank, this Captain, Marvel, has Fawcett City cheering.

BACK TO:

INT. ATTIC BEDROOM - NIGHT

MARVEL

Captain Marvel?!
(mildly appalled)
What am I captain of?

FREDDY

Justice?

MARVEL

Why not "Red Thunder?" Or "Lightning Man?"

FREDDY

Or "Big Red Cheese."
(off Marvel's look)
Look, just pack your stuff.

MARVEL

Why?

FREDDY

What's the first thing we said we'd do if we got money?

MARVEL

Move out.

Freddy holds up a fat stack of bills.

INT./EXT. FRONT DOOR - NIGHT

Dale enters, carrying a heavy box of t-shirts. He notices the door is swinging strangely -- it's still broken from last night's adventure.

He YELLS upstairs:

DALE

Boys! Get down here! We're selling t-shirts. I got 'em cheap because they're misspelled.

Frustrated that they're not answering, Dale tromps upstairs.

INT. ATTIC BEDROOM - NIGHT

Dale enters, noticing that most of Billy and Freddy's stuff is gone. He finds a note on the desk, labelled "Dale and Kitty." \$200 flutters out when he picks it up.

Dale reads the note. Sits down. He's not angry as much as dejected. For all his boorish bluster, he was used to having them around.

He pulls one of the t-shirts out of the box. It's the same knock-off Thunderbolts t-shirt, but with new printing on the back: "Captain Marvel is my hero!"

TRANSITION TO:

INT. DOWNTOWN HOTEL - NIGHT

A gilded landmark, steeped in history and condescension.

A hand DINGS the bell. REVEAL Marvel, dressed in clothes just purchased from The Gap down the street.

MARVEL

I need a room, please.

DESK CLERK

Certainly.

The desk clerk begins typing on his computer, checking for availability. To his right, Marvel notices an ATTRACTIVE BUSINESSWOMAN checking in, and checking him out.

BUSINESSWOMAN

Business or pleasure?

MARVEL
(not following)
I don't know.

She mistakes his confusion for flirtation.

BUSINESSWOMAN
Well, when you decide, give me a call.

She hands him a business card, and starts to walk off with her luggage. Reading the card...

MARVEL
What does a "consultant" do?

BUSINESSWOMAN
For the right guy, everything.

Still not getting it, Marvel tucks the card into his pocket.

INT. HOTEL ROOM - NIGHT

Freddy pulls snacks out of the mini-fridge, while Marvel stands on the beds. He catches his reflection in the mirror.

MARVEL
Why don't people recognize me?

FREDDY
No one's gotten a good shot of you yet.
You're always moving and blurry.

Freddy tosses him a \$15 bag of potato chips, and heads into the marble bathroom.

MARVEL
I think it's the cape. It's distracting.

FREDDY (O.S.)
There's a TV in the bathroom!

MARVEL
I need to work on my costume. Something I can wear under my clothes. If it's spandex, it could stretch with me when I change.

Freddy emerges with a small box and a question:

FREDDY

Why is there a "sewing kit?" Do people get hotel rooms just to sew?

MARVEL

I don't know.

FREDDY

Tomorrow's Saturday. What do you wanna do?

MARVEL

Hero stuff, I guess.

MUSIC RAMPS UP as we kick into a MONTAGE:

EXT. BURNING BUILDING - DAY

Carrying a giant ST. BERNARD and a little CHIHUAHUA, Marvel flies out of a fourth-story window, flames ERUPTING behind him. When he sets the dogs down on the sidewalk, the bigger one bites onto his cape, clotheslining him.

MARVEL (PRE-LAP)

I sorta need one hand free, is the thing.

EXT. HOTEL ROOFTOP - DAY

Trying various positions, Marvel and Freddy realize there's no proper way for a flying superhero to transport someone of the same sex.

FREDDY

I could ride on your back.

MARVEL

I'm not a horse. If I could just, maybe...

Marvel tries a facing hug. It creeps them both out.

INT. FAWCETT CITY ANTIQUITIES MUSEUM - DAY

With pen and paper, Marvel writes at a furious clip. WIDER, we see he's standing at a display holding a Rosetta Stone-like tablet which has never been translated. THREE SCHOLARS are looking on with interest.

Marvel points to a certain line.

MARVEL

That's actually a joke. "How do you make
a goat happy? Put figs in its ears."
(off reaction)
It's funnier in Livurian.

EXT. ABOVE FAWCETT CITY - DAY

With his left hand stretched forward, Marvel flies fast. His right hand holds the top of the backpack, from which Freddy is dangling, videotaping as he goes. Freddy's putting on a brave face, but this is clearly terrifying.

INT./EXT. DOWNTOWN STREET / ARMORED CAR - DAY

Pursued by three POLICE CRUISERS, petty thug STANLEY PRINTWHISTLE is making his getaway when Marvel suddenly sits in the passenger seat. He's holding a screwdriver.

STANLEY

What's that for?

MARVEL

Just trying new things.

In a blur of super-speed, Marvel disassembles the truck from the inside out.

The truck crumbles forward into a thousand neatly-arranged pieces. Stanley is left on the pavement, bound up in seatbelts.

Marvel waves at Freddy, who has been videotaping. Then he flies up into the heavens.

EXT. DOWNTOWN FAWCETT CITY - SUNSET

Marvel is flying amid the skyscrapers when he catches his reflection in the windows. For a change, the white cape is doing exactly what it's supposed to: fluttering a few inches above his back.

He smiles, and checks his reflection on the opposing windows.

That's when he notices something is following him.

He only sees it in the reflections: a black shape, matching his speed and altitude. Ominous.

Marvel slows. Stops. Hovering in mid-air, he looks back. Nothing. Then a

RAVEN

flies between the buildings. Marvel convinces himself that must have been what he saw.

He spins around to keep flying. And finds himself face to face with

BLACK ADAM.

Adam grabs Marvel by the ears.

ADAM

Bring her to me!

SMASH CUT TO:

INT. HOTEL ROOM - DAWN

Marvel wakes up, SCREAMING. He's staring at a field of white -- the ceiling, because he's floating five feet above his bed.

Freddy wakes up. SCREAMS also, just from being startled.

Marvel suddenly drops straight down onto his bed. Waits a long beat before sitting back up.

FREDDY

Dream?

MARVEL

I guess.

FREDDY

Talking tiger?

MARVEL

No. But the same scary guy as before.

He sits up. He's still shaken, and though he wouldn't admit it, terrified.

MARVEL (CONT'D)

He was as strong as I am. Stronger, maybe.

FREDDY

A bad guy?

Marvel shakes his head -- he doesn't know.

FREDDY (CONT'D)

You sure there wasn't a manual you were supposed to get with your powers?

MARVEL

I have to go back to the cave -- the Rock of Eternity. If there's an answer, it's there.

INT. DOWNTOWN SUBWAY STATION - DAY

It's much busier than the last time we were here, with BUSINESS PEOPLE hurrying to catch their trains. We come upon Freddy and Marvel (dressed in street clothes), who are approaching the big map.

Marvel grabs Freddy by the shoulders, positioning him.

MARVEL

You were standing there, and I was standing here. And I turned around...

Marvel looks back, but there's no magical train on the tracks. Just a GUY EATING AN APPLE, adjusting himself in the crotch.

MARVEL (CONT'D)

(to Freddy)

Are you looking at the map?

FREDDY

Yes!

He clearly isn't. Trying not to escalate...

MARVEL

You were looking at the map -- you didn't see the train.

Annoyed, Freddy stares at the map with bug-eyes. Marvel takes a breath, then suddenly spins around. He finds himself face-to-face with a HEAVYSET WOMAN, who gasps.

MARVEL (CONT'D)

Sorry.

She keeps walking, keeping one eye on him, suspicious.

FREDDY

Last time, it was later.

MARVEL

It's the Rock of Eternity. It exists outside time.

FREDDY

And you weren't you. You were Billy.

MARVEL

It doesn't matter -- I'm the champion. I should be able to call the train whenever.

FREDDY

How do you know?

MARVEL

Because I know things. Mystical things.

FREDDY

How do you know you know them? You could be imagining...

MARVEL

No, I know I know.

FREDDY

But how do you know you know you know?

A beat.

MARVEL

You're not helping.

Freddy walks off.

MARVEL (CONT'D)

Where are you going?!

FREDDY

Research. C'mon.

Before he follows Freddy, Marvel does one last spin-look for the train. Nope. Oh well.

INT. WHIZ COMICS - DAY

The comic book store has its usual assortment of TWEENS and TEENAGERS, plus a few BASEMENT-DWELLING BACHELORS, out on a Sunday.

Freddy and Marvel weave their way through the racks. One would think someone here would recognize Marvel, even out of costume, but they're all busy flipping pages.

Marvel picks up the new copy of Deltaman, but Freddy puts it back. He has something else in mind.

Reaching the back of the store, Freddy points to their destination: the "Adults Only!" section. It's separated off by a beaded curtain.

Keeping voices low...

MARVEL

I can't go in there!

FREDDY

Why not?

MARVEL

Because it's wrong. I'm not an adult.

FREDDY

You're chicken.

MARVEL

I am not.

FREDDY

Bawk! BAWK!

Some other PATRONS look over.

MARVEL

Grow up, Freddy.

FREDDY

You grow up. You're supposed to be a superhero and you can't even walk into a room. Maybe that's why the train's not coming -- because you're afraid of it.

A beat. On some level, Marvel knows Freddy's right.

FREDDY (CONT'D)

Prove me wrong.

MARVEL

Fine.

Steeling himself, Marvel pushes through the curtains.

INT. ADULT SECTION - DAY

Marvel stands with his eyes closed for a long beat, nervous to open them. Clenches his jaw, setting himself for the lustful sights that await him.

MARVEL
(to himself)
I'm ready. I'm ready.

A deep breath, then he opens his eyes to see...

INT. TRAIN CAR - DAY

Marvel is standing on the train, which is ROARING through the darkness. Just as before, it stops without lurching. The doors slide open.

MARVEL
Huh.

INT. ROCK OF ETERNITY - TIMELESS

Marvel steps off the train. His shoes SCRAPE against the gritty cave floor.

This time, he walks towards the massive statues he avoided on his last visit. Sloth is SNORING. We hear it in the surrounds.

GREED	ENVY
<i>He's back for more. I like more.</i>	<i>The other one was better.</i>

LUST	GLUTTONY
<i>The boy champion. The wizard thinks him incorruptible.</i>	<i>Boys have an appetite.</i>

Marvel watches the statues, wary. (Their taunts continue throughout.)

Marvel notices a shape moving out of the shadows. It's young Maya.

MAYA	
<i>Don't listen to them. They're evil.</i>	

PRIDE	ENVY
<i>But necessary.</i>	<i>She's more dangerous than all of us.</i>

LUST	WRATH
<i>Closer, beautiful.</i>	<i>She destroys all things!</i>

MARVEL	
<i>Who are you?</i>	

MAYA

Maya.

MARVEL

How long have you been here?

She looks at him strangely. The question doesn't make any sense to her.

Marvel kneels down to her level.

MARVEL (CONT'D)

Did the Wizard bring you here?

MAYA

No. Adam did.

ENVY

Black Adam!

MAYA

I can show you.

Suddenly, she collapses into a glowing arc of light, which carves a circle around him, five feet in diameter.

As the edges connect, the circle shoots straight up, far beyond the roof of the cave, into infinity. Marvel is inside a shaft, its darkly translucent walls looking out into familiar locations: Billy's attic bedroom, Miss Hall's class, the train station. Marvel can see himself (or Billy) in these scenes -- they're moments from his past.

The scenes fall upwards as we move deeper and deeper into history.

EXT. ANCIENT CENTRAL AMERICA - DAY

The earth is scorched from 100 days of high noon sun. A CIRCLE OF LIGHT scratches into the dirt.

Marvel arrives at the foot of ziggurat temples. The circle re-forms as Maya. She's holding one hand in a fist, liquid light dripping from it. It takes considerable concentration to keep them in this moment.

MARVEL

Where are we?

MAYA

This is Before. We can't stay long. If I hold on to a moment, it becomes Now and everything After is lost. That's bad.

In the distance, Marvel sees Another Maya standing near a dirt grave -- she looks exactly like the girl beside him.

MARVEL

Did someone die?

MAYA

My mother. I thought I could bring her back, but I could only change time.

MARVEL

You turned the clock back.

MAYA

A day, then a year. I destroyed a century.

A black speck descends from the sky.

MAYA (CONT'D)

So the Wizard sent Adam to get me.

Black Adam lands next to (the other) Maya. We don't hear their conversation, but just moments later, he's picked her up and flown off.

Our Maya opens her hand. We're suddenly back...

INT. ROCK OF ETERNITY - TIMELESS

MARVEL

Who is Adam?

ENVY

Better than you!

MAYA

He's like you. A champion.

WRATH

He'll destroy you!

MARVEL

Where can I find him?

MAYA

He's buried in Kahndaq, with his family. And yours.

CLOSE ON Marvel. As we PULL OUT, we find ourselves back in...

INT. WHIZ COMICS / ADULT SECTION - DAY

Marvel is kneeling in the middle of the aisle.

Clutching some not-for-kiddies anime, a PORTLY GUY awkwardly squeezes around him.

INT. WHIZ COMICS / NEAR THE ADULT SECTION - DAY

A little shell-shocked, Marvel steps out through the beaded curtain to find Freddy waiting for him. Hoping to hear tale of forbidden breasts...

FREDDY

Well?

MARVEL

I need to go to Kahndaq.

FREDDY

Okay. Is that a country?

Just then, the Portly Guy steps out with his arms full of immodest materials. Steps awkwardly around them.

MARVEL

It's where my parents...

(won't say "died")

In the dream, I saw them. It was some kind of tomb.

FREDDY

Do you know where the tomb is?

MARVEL

No. But I know somebody who does.

INT. UNIVERSITY OFFICE - DAY

The office is overflowing with tomes and maps and articles dating back decades, the detritus of a tenured career. Freddy and Billy (not Marvel) take seats across from Dr. Theodore Adams.

DR. TED

Billy Batson. I can't believe how much you've grown.

(to Freddy)

(MORE)

DR. TED (CONT'D)

He was a baby when I met him. After his parents, after the tragic...

(to Billy)

They'd be proud to see the young man you've become.

Billy smiles, embarrassed.

We've seen Dr. Ted before on television interviews, but this is our first real chance to know him. Now in his late 60's, he's the quintessential grandfatherly bookworm, complete with patches on his elbows.

DR. TED (CONT'D)

I've checked in with your foster families over the years. As a boy grows, I know he has questions about where he came from. That's what archeology is -- answering questions.

BILLY

That's why I'm here. I need to know about a man named Adam, from Kahndaq. I think he was a...I think he was powerful.

DR. TED

He was a king. A god, really.

BILLY

But he was real.

DR. TED

Very much. Now tell me, Billy. Where did you hear his name? Did you find papers, records from your parents?

BILLY

No.

DR. TED

You're certain there's nothing new you've uncovered?

BILLY

It's just something I heard.

DR. TED

Yes. Yes.

(beat)

There are legends of an artifact, a scarab, said to contain Adam's soul. Whoever possessed it could unleash great power. Your parents were lost looking for it.

INT. ARCHEOLOGY READING ROOM - DAY

CLOSE ON a photo: Marilyn and C.C. Batson are standing next to (slightly younger) Dr. Ted.

We PAN ACROSS photos and maps from the expedition.

DR. TED

For years, historians placed Adam in Egypt, because of his work for the Pharaohs. But your parents and I were certain he was buried in Kahndaq, in the Valley of the Moon, south of the river Hephian.

Dr. Ted uses a cane to help him over to a large globe. Billy and Freddy join him as he spins the world.

Billy leans in close, looking at where Dr. Ted is pointing. (Conveniently, it's the far side of the globe, so it's impossible to say exactly which Middle Eastern country we're talking about.)

DR. TED (CONT'D)

Unfortunately, the collapse made it too expensive to excavate, and the Sivana Foundation lost interest.

Having learned enough, Billy quietly exits. Dr. Ted doesn't realize he's gone.

DR. TED (CONT'D)

The truth, all too often, lies buried just out of reach.

Dr. Ted just now notices Billy is gone. OFFSCREEN, a huge BOOM. The lights FLICKER. (Billy just converted to Marvel.)

FREDDY

(off Dr. Ted's look)

What? I didn't hear anything.

TRANSITION TO:

INT. STAIRWELL / TOMB - DAY

Dust rises up into a shaft of sunlight, an entrance newly punched into this underground bunker. It looks familiar -- Billy saw it in his first dream, with the tiger.

Marvel is examining the sealed stone door, trying to figure out how it moves. He's able to push it up and aside, lifting several tons without undo strain.

INT. THE TOMB - DAY

A sarcophagus-like box rests at the center of the room, surrounded by smaller crypts for Adam's wife and children.

Marvel enters cautiously, the only light spilling in behind him.

Marvel runs his fingers across elaborate murals on the walls: Adam fighting great battles against demonic giants, and the winged hawk-men who killed Adam's family.

Moving to a darker corner of the room, Marvel brushes against rubble on the floor. He picks through it, revealing a piece of bone. Nothing macabre, but it's clearly part of a skeleton.

One thing remains intact -- a nylon and velcro wallet.

Marvel opens it. Inside, the Fawcett University ID of C.C. Batson. His father. Stuck behind the ID,

A SMALL PHOTO

of Billy's mother, holding Billy as an infant. She's smiling. Happy. And gone.

Marvel sits back against the wall, really feeling it. He'd always assumed they were dead, but to have evidence in his hands is different. That last candle of hope is blown out.

With no one to watch him, no one requiring a brave face, Marvel begins to tear up.

We go WIDER, looking across the top of the main sarcophagus.

It features a carved likeness of Adam, forever sleeping. On his chest, an oval outline where something was pried out -- likely the scarab.

TRANSITION TO:

INT. DALE & KITTY'S BASEMENT - DAY

We PUSH IN on a fifteen-year old Sivana clothes dryer, which CLUNK CLUNK CLUNKS with each spin. Obviously, something is wrong for it to be making such a racket.

Stopping halfway down the basement steps, Kitty leans over to look. Annoyed, she makes her way to the bottom, dodging paint cans and other lazy detritus.

She stares at the machine. A beat, then she kicks it. It's satisfying but unproductive - it continues to CLUNK CLUNK CLUNK.

With an exaggerated sigh, Kitty opens the dryer door and rearranges the contents. Her hands emerge covered in damp, white fluff.

KITTY

What the...

She pulls the clothes out, revealing Billy's stuffed tiger, which has split open, hemorrhaging its stuffing.

KITTY (CONT'D)

(to herself)

Errgh! Billy!

She tosses the tiger in the corner, then sets to work pulling the biggest pieces of fluff off the wet clothes. That's when she finds something quite extraordinary:

THE SCARAB.

She picks it up, juggling it a bit because it's hot from the dryer.

She looks to the stuffed tiger on the floor, then back to the scarab. Connecting the dots...

INT. HOUSE/LIVING ROOM - DAY

Dale turns the scarab over in his meaty hands.

DALE

(calling upstairs)

Think he knew it was in the tiger?

Kitty is coming down the stairs, carrying her book.

KITTY

Dale, he wouldn't have put it in the laundry if he did.

He bristles. He hates when she uses that "dumb oaf" voice.

KITTY (CONT'D)

I think it's an artifact. Like a relic or something.

DALE
Says your book.

KITTY
Dale, look who wrote the book.

She shows him the picture on the back -- Dr. Ted.

DALE
Some old dude.

KITTY
This is the guy who came by asking
questions about Billy a couple of years
ago. Remember, he was real friendly?
(no recognition)
He had a cane?
(still nothing)
You said he smelled like waffles?

DALE
Waffle Guy!
(suddenly getting the
implication)
You think he knew Billy had it?

KITTY
Maybe. Either way, he knows how much
this is worth.

INT. HISTORY CLASS - DAY

Billy's seat is conspicuously empty. The rest of the class, including Freddy and Caitlin, are busy with a quiz.

INT. JUNIOR HIGH HALLWAY - DAY

Grabbing books from his locker, Billy runs down the empty halls. He reaches his classroom door just as the BELL RINGS.

INT. CLASSROOM - DAY

Billy is walking in as the rest of the class is leaving, turning in their quizzes. Freddy shoots a look -- "Where were you?"

Billy approaches Miss Hall.

BILLY
Sorry I'm late.

MISS HALL

Actually, you're absent. What's going on, Billy?

BILLY

I was looking for something, and it took longer than I thought.

MISS HALL

You know I have to report to the principal, and he has to report to child services...

BILLY

Everything's okay.

MISS HALL

If there's a problem at home...

Freddy intercepts the conversation.

FREDDY

We're not there anymore. We moved in with Billy's uncle.

Miss Hall knows better than to take Freddy at his word.

BILLY

He's right. We moved out.

MISS HALL

I'd like to talk with your uncle. Can you have him come by after school?

BILLY

Uh...

FREDDY

No problem. He'll be here.

INT. HALLWAY - DAY

Freddy and Billy are grabbing books for their next class. (They share a locker.)

FREDDY

What did you find?

Billy shows him the nylon wallet.

BILLY

It's my dad's. His body was there.

FREDDY

Wow. Are you...

BILLY

I'm fine.

A lie.

FREDDY

What about the scary guy?

BILLY

I'll tell you more at lunch.

FREDDY

We're busy at lunch. I need you to do something heroic.

BILLY

Why?

FREDDY

So I can tape it. So we can sell it.
We're out of money.

BILLY

How?

FREDDY

The hotel's expensive. I didn't know it was per night.

Freddy shuts the locker. The passing bell RINGS.

FREDDY (CONT'D)

I'll grab you after biology.

Freddy walks off. Billy is silently fuming.

CAITLIN (PRE-LAP)

I don't like you.

INT. BIOLOGY CLASS - DAY

Billy and Caitlin are paired up as lab partners. She's holding his open hand, his fingers splayed out.

CAITLIN

People are talking like I like you, and I don't. Not like that.

She suddenly jabs one of his fingers with a pin, squeezing out a single drop of blood. She smears it on a strip of test paper. Lets go of his hand.

CAITLIN (CONT'D)

Did it hurt?

BILLY

Had worse.

She offers up her hand, ready to be pricked.

CAITLIN

I already know my blood type.

BILLY

What is it?

CAITLIN

Human.

Billy smiles. And jabs.

CAITLIN (CONT'D)

Ow!

INT. UNIVERSITY OFFICE - DAY

A MAGNIFYING GLASS moves along the edge of the scarab, enlarging and distorting the details.

DR. TED

Tell me: How did you find yourself in possession of this?

Dale and Kitty are standing next to his desk. Dale has a clip-on tie and a briefcase -- which is probably empty. He just wants to look business-like.

KITTY

It's a family heirloom.

DALE

Something like this is valuable, right?
A museum would pay a lot...

KITTY

(taking over)

It's a relic, isn't it? Like in your book -- a totem or a soulstone...

DALE

...just wondering how many zeros we're talking. If a guy were in the market for a boat, is he thinking 'outboard motor,' or 'yacht?'

KITTY

Dale! You can't even swim.

DALE

(muttering)

That's why you get a boat.

DR. TED

Have you shown this to anyone else?

KITTY

No.

DALE

Yes.

DALE

(off Kitty's confused look)
We have several interested buyers.

He taps his briefcase, as if they're inside.

KITTY

We figured you're the expert on ancient stuff. If anyone knew what it was worth...

DR. TED

I'll need to run tests. There's every chance this is a forgery.

DALE

No way we're just leaving it with you.

KITTY

Dale, he's an expert! We can trust him.

DR. TED

I assure you, it's in very safe hands.

TRANSITION TO:

EXT. JUNKYARD - DAY [VIDEO]

Marvel (in uniform) looks to camera.

MARVEL

I really don't see how this is heroic.

FREDDY (O.S.)
Just do it. It'll be cool.

CAMERA ZOOMS OUT as Marvel picks up a junked car. He balances it on its rear bumper, holding it with just one hand.

INTERCUT WITH:

INT. UNIVERSITY OFFICE - DAY

We COME UPON Dr. Ted at his desk, consulting five open books.

We PUSH DOWN on the scarab, a seamless transition as the desk becomes stone. We are...

INT. ADAM'S TOMB - DAY [FLASHBACK, 12 YEARS EARLIER]

With a hunting knife, a somewhat younger Dr. Ted pries the scarab out of its setting in the stone sarcophagus. While he works, he glances over at C.C. (Billy's Dad), who is busy examining the murals by lantern light.

He's nearly pocketed the scarab as we REVEAL Marilyn Batson over his other shoulder.

MARILYN
What are you doing?

Caught red-handed, there's no plausible excuse.

Without warning, he tosses the scarab to Marilyn. Surprised, she catches it, only to find Dr. Ted's blade at her throat.

He spins to face her husband, who wisely backs off.

DR. TED

For five years, you were trying to get funding for this expedition. And suddenly Sivana shows up. Pays for everything. Did you never wonder why a giant corporation was suddenly so interested in your work?

Dr. Ted pulls Marilyn towards the entrance -- but she's no helpless hostage. She head-butts the doctor, sending him stumbling back. His heel hits a tile, which depresses -- a hidden switch. A booby trap.

Heavy square blocks rain down from the ceiling, SMASHING to the floor.

C.C.

Run! Go!

He tackles Dr. Ted.

INT. STAIRWELL PASSAGE - DAY [12 YEARS AGO]

Marilyn frantically climbs as a cloud of dust billows from the tomb chamber. She looks back, hoping to see any glimpse of her husband.

Then, a shape in the darkness. Lurching, COUGHING.

MARILYN

C.C.?

But it's Dr. Ted. He rubs the dirt from his eyes, focusing on her. His leg is injured -- that's why he later uses a cane.

EXT. JUNKYARD - DAY

Marvel lifts another car in his free hand. Pushes it up under the first one, so that he's now balancing two cars end-to-end.

INT. UNIVERSITY OFFICE - DAY

With a flick of his head, Dr. Ted drops his reading glasses from his forehead to the bridge of his nose, so he can read the fine print in a dusty tome.

His pencil draws an ancient character.

EXT. EXPEDITION CAMP - DAY [12 YEARS AGO]

Curiously empty. Everyone's been sent away.

Marilyn races through the "alley" of canvas tents, finding the one she needs.

EXT. JUNKYARD - DAY

His cape flapping in the wind, Marvel adds another car to the stack. He's now balancing seven cars, and it's starting to get difficult, mostly for balance.

INT. UNIVERSITY OFFICE - DAY

Dr. Ted is getting close to the translation...

DR. TED
Mennitat. Emmmm. M.

INT. LOGISTICS TENT - DAY [12 YEARS AGO]

Crew charts and digging plans cover the easels, but it's a...

SATELLITE PHONE

That she's looking for. As she picks it up, she realizes for the first time that she's still holding the scarab -- the thing evidently worth killing over.

As she furiously dials, she hears footsteps. Sees a silhouette against the fabric of the tent.

Looking around, she sees a bag of trinkets from the local bazaar. Among them, a stuffed toy tiger.

She pulls back its tweed suit, and rips into the fabric, pushing the scarab inside. She tucks it back among the toys, nothing out of the ordinary.

Dr. Ted pulls open the flap of the tent. Billy's mother turns to face him.

Hearing a JEEP ARRIVING, both turn to the sound.

MARILYN
Help! Somebody!

Dr. Ted charges, knife first.

EXT. JUNKYARD - DAY

VERY WIDE as Marvel adds a twelfth car to the tower. It's wobbling a bit, but he's able to hold steady.

INT. UNIVERSITY OFFICE - DAY

Dr. Ted combines the word into syllables, starting at the end.

DR. TED
Z-A. Z-A-M. SH. SH-O. SHA. SHAZAM.

KA-BOOM! An explosion of light erupts from the scarab as its immortal captive is released. It's blindingly bright. Through squinting eyes, Dr. Ted sees a dark silhouette rushing towards him.

CUT TO:

EXT. JUNKYARD - DAY

CLOSE ON Marvel. He flinches, a strange sensation. And loses his grip.

He looks up as a dozen cars rain down upon him.

Freddy drops his videocamera, running as fast as he can. The cars are sliding down the heap as he gets there, frantically searching for his friend.

FREDDY

Billy! Billy!

Then, movement. The cars begin to shake and shudder, pushed aside from within. Marvel emerges from the pile of twisted metal and glass. His suit took a beating, but he's unhurt.

FREDDY (CONT'D)

What happened?

MARVEL

I dunno. The lights went dim. Like when Kitty uses the hair dryer.

FREDDY

Something else is tapping your power?

MARVEL

Maybe.

INT. UNIVERSITY OFFICE - DAY

While an off-screen office phone RINGS, we reveal the scarab on the floor, halfway under the desk. Its jeweled belly no longer glows, its captive now released.

CLOSE ON Black Adam. Eyes closed, he breathes deep, feeling his lungs expand.

The office phone keeps RINGING.

WIDER, we see he's wearing Dr. Ted's clothes, which have stretched and torn to accommodate his massive frame.

The office phone keeps RINGING.

Adam glares at the annoying, blinking box. He has no idea what it is, what it's used for. But it's annoying him.

With a fist, he POUNDS IT. He doesn't just smash the phone; he drives it through the desk, into the floor. The phone makes one last pathetic KRING before dying.

Adam looks over at Dr. Ted's globe. Seems to understand what it is. As he leans over it, trying to interpret it...

ADAM

Where am I?

We REVEAL Dr. Ted over Adam's shoulder, semi-transparent.
He's not physically there, but rather a voice in Adam's head. They're two souls in one body.

DR. TED

The New World.

ADAM

How do I get back to the old one?

INT. CLASSROOM - DAY

Miss Hall is standing on her desk, taping down the corner of a giant world map. In the background, Marvel enters, dressed very Banana Republic. She hasn't noticed him.

MARVEL

Miss Hall?

She looks over.

MARVEL (CONT'D)

You wanted to see me.

MISS HALL

I did?

MARVEL

About Billy Batson.

MISS HALL

Oh! Right. You're his uncle.

She looks for a way to climb down. He hurries over, offering her a hand.

MISS HALL (CONT'D)

You're new right? Billy hadn't mentioned you before.

MARVEL

I just...yeah. New.

He holds out a few papers.

MARVEL (CONT'D)

I brought the assignment and also the permission slip for the field trip.

MISS HALL

Thanks.

(beat)

Listen, I wouldn't normally worry about one late paper and one absence. But Billy is special.

MARVEL

Special how?

MISS HALL

You can just tell he's meant for something bigger. He's going to be one of those kids, 20 years from now, you'll say, "I knew him when..."

MARVEL

You did.

MISS HALL

(pointing)

You're dangling.

MARVEL

What?

He immediately checks his zipper.

MISS HALL

You have a tag, right there.

She points to a buttonhole on his shirt -- the price tag is still attached. She grabs the scissors from her desk to snip it off.

MARVEL

I just bought this. It was on the mannequin.

MISS HALL

It's nice.

MARVEL
Grown-up clothes are expensive.

She looks at him, a smile.

MISS HALL
They are expensive.
(putting scissors down)
I'm starting to crash. Would you like to
get some coffee?

He thinks about it. Shrugs.

MARVEL
Sure.

INT. STARBUCKS-LIKE COFFEE SHOP - DAY

Marvel and Miss Hall move from the cashier to the barrista, waiting for their order.

MISS HALL
I had a six-month visa, but that was before "The Revolution," and now this bureaucrat, this junior Idi Amin has my passport and is threatening to lock me up.

Marvel keeps nodding, trying to keep up with the story.

MISS HALL (CONT'D)
That's when I notice a certain book on his desk.

MARVEL
The Republic?

MISS HALL
(impressed)
Exactly. Turns out, he was a total Plato-head. We had the best discussion, until 4 a.m. over Chivas.

BARRISTA
(setting down drinks)
Two double caps no foam.

Miss Hall takes her drink. Marvel takes his and follows her to the milk/sugar station, not sure how this all works.

MISS HALL
We traded Christmas cards for a few years. Until he got shot.

MARVEL

I didn't know you were in Africa.

MISS HALL

Why would you?

MARVEL

I guess I wouldn't.

While Miss Hall is busy putting exactly half a packet of Splenda into her drink, Marvel tries his coffee. His grimace is palpable. He nearly gags. He covers as she turns back.

MISS HALL

Sugar?

MARVEL

Please.

They trade places. As they continue talking, Marvel adds packet after packet of pure sugar to his cappuccino. Maybe 15 in all.

MISS HALL

How about you? Where else have you been?

MARVEL

I went to Kahndaq.

MISS HALL

Wow. How'd you end up there?

MARVEL

I flew.

MISS HALL

(a smile)

I mean, what drew you there?

MARVEL

I had a dream. I needed to see what it meant.

MISS HALL

That's exactly how I ended up in Africa.

Marvel risks another sip of coffee. Not bad.

MISS HALL (CONT'D)

This is random, but the new Almodovar movie is over at the Varsity and I think it closes tonight. Any chance you'd want to see it with me?

MARVEL

What's it rated?

MISS HALL

Probably 'R.'

MARVEL

Cool. Could I meet you there?

INT. HOTEL ROOM - DAY

FREDDY

You can't date Miss Hall.

Marvel stands at the mirror, trying to figure out how to tie a tie. It's his first attempt, ever.

MARVEL

It's not a date. It's a movie. You and I go see movies.

FREDDY

So...I can come with you.

MARVEL

No.

FREDDY

So it's a date.

Marvel sighs. Frustrated with the tie, he moves into super-speed, trying every possible combination to get the knot to work. Finally, he's done.

The tie is smoking. And the tail is too long. He breaks off the excess.

MARVEL

Look, I'll be back by eleven. Just do homework or something.

He hands Freddy the remainder of the tie and exits.

TRANSITION TO:

INT. HOTEL ROOM - NIGHT

Freddy is lying on one of the beds, his head hanging off the end to watch television upside down. He reaches to the floor to grab a room-service french fry.

A KNOCK at the door.

INT. HOTEL HALLWAY / ROOM - NIGHT

Freddy opens the door to reveal the child services social worker we met earlier. She has a uniformed POLICE OFFICER with her.

This ain't good.

FREDDY

You probably want to see Billy's uncle.

SOCIAL WORKER

We have some questions for him. Starting with who he is, exactly.

EXT. VARSITY THEATRE - NIGHT

The Almodovar movie is just letting out. We find Marvel and Miss Hall amid the PATRONS. He checks his watch.

MARVEL

Wow, it's after 11.

MISS HALL

On a school night, no less.

He smiles.

MISS HALL (CONT'D)

I had a really good time tonight. It was nice hanging out with a grown-up.

MARVEL

Me too.

MISS HALL

Promise me you'll keep an eye on Billy.

MARVEL

Promise.

MISS HALL

Goodnight.

MARVEL

See ya.

They shake hands.

A beat, then Miss Hall leans in to give him a quick kiss on the lips. Marvel's eyes go wide. His hands raise up, not sure whether to grab her or push her away.

She smiles, then walks away.

We leave Marvel standing alone, trying to figure out how he felt about that. The verdict: pretty damn good.

INT. HOTEL HALLWAY - NIGHT

With a happy half-smile on his face, Marvel walks down the hallway, headed for his room.

He spots a notice taped to the door, labelled "CHILD PROTECTIVE SERVICES."

Pulls it off, quickly skimming it. His heart plummets. Quickly opening the door...

MARVEL

Freddy? Freddy?

INT. HOTEL ROOM - NIGHT (CONTINUOUS)

Marvel quickly sees that Freddy is gone, along with all his stuff.

Not sure what to do, he sits down on the bed. Catches his reflection in the vanity mirror.

He's alone, and feeling it.

DR. TED'S VOICE (PRE-LAP)

All your strength, all your power. It can't get you what you want, can it?

EXT. RIVERBANK IN KAHNDAQ - DAY [FLASHBACK]

In QUICK FLASHES, we see Adam with his wife and two sons, before and after their deaths.

DR. TED'S VOICE (PRE-LAP)

It can't raise the dead.

MATCH TO:

EXT. SAME RIVERBANK - DAWN [PRESENT]

Adam stands at the edge of the water. Like Billy, he's very much alone.

Except he's not...

DR. TED
It can't bring your family back.

We REVEAL Dr. Ted, looking down over Adam's shoulder. The early morning light passes right through him.

DR. TED (CONT'D)
So why not leave history to the scholars?
(closer)
The future belongs to us.

Adam strikes at Dr. Ted, but there's nothing to hit.

In the background, we see a MODERN KAHNDABI CITY. Only the river has stayed the same.

ADAM
You are an insect. A pest.

DR. TED
And your liberator. You were trapped in there for centuries...

ADAM
But I felt nothing -- in that, the wizard was kind. It was yesterday I saw my family dead, their blood in this river.

DR. TED
Time marches on.

ADAM
No. Time will bow before me.

Dr. Ted is intrigued, but doesn't push further.

ADAM (CONT'D)
There is a new champion. I can feel him.

DR. TED
They call him "Captain Marvel."

ADAM
He'll bring me what I need.

DR. TED
And if he doesn't want to?

ADAM
Then I'll make him want to.

EXT. JUNIOR HIGH SCHOOL - DAY

Billy boards the yellow school bus for the class field trip. He's one of the last students on.

INT. BUS - DAY

He looks around for Freddy, but he's nowhere to be seen. Miss Hall is standing in the first row, trying to keep some sense of order.

MISS HALL

And I shouldn't have to say this, but we do not heckle the senators. I know some of them are heavy-set. We do not need to yell it, Kevin.

"KEVIN" smirks.

Billy takes a seat mid-bus. Caitlin glances over, but quickly goes back to listening to a GIRL FRIEND describe a lengthy telephone conversation.

Freddy boards. Billy nods at him, but Freddy walks right past, taking a seat a few rows back.

Undeterred, Billy looks down the aisle. Urgent, but low...

BILLY

Are you okay? Where'd they take you?

FREDDY

To a group home on the eastside. It's like juvie without bars.

BILLY

I didn't know where to look.

FREDDY

What were you going to do? Bust me out?

BILLY

I dunno. I was worried about you.

Off of Freddy's look, Billy realizes that Miss Hall is approaching him. She kneels down, keeping her voice low.

MISS HALL

I never got your uncle's phone number.

BILLY

Oh.

MISS HALL
Just for my records.

BILLY
I don't have it with me.

MISS HALL
That's fine. I was just hoping you could give him mine. In case he wants to call.

She hands Billy a slip of paper.

BILLY
Sure.

MISS HALL
No pressure. Tell him, "no pressure."
Okay?

With that, she heads back to the front of the bus. It's time to head out.

He looks back to Freddy, who is watching in silent judgement. Defensive...

BILLY
The movie was in Spanish. You wouldn't have liked it.

Freddy doesn't answer. As the bus pulls out, we notice that Caitlin has been paying attention to the conversation. She couldn't hear it, but has a sense that something's up.

EXT. THE STATE CAPITOL - DAY

A BIRD'S EYE VIEW of the capitol building's golden dome. TOURISTS look like insects from this height.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

Miss Hall leads her class around the base of the dome. From this railed walkway, we get a 360-degree view of the city, the harbor, and the horizon.

MISS HALL
You can see the two chambers of the legislature. On the left is the House, on the right, the Senate.

None of the students are really listening -- they're too busy checking the endless view, trying to figure out where they live. And a few are simply playing games on their cell phones.

Billy comes up to Freddy, who's checking out the harbor.

BILLY

Are you gonna talk to me?

FREDDY

No.

BILLY

C'mon. I'm your best friend.

FREDDY

You were. Now you're Billy's uncle who's dating Miss Hall.

BILLY

We're not dating!

FREDDY

You're never you anymore. You're always him, and you treat me like a little kid. I don't need a dad.

BILLY

I'm me now.

FREDDY

But you'll ditch me in a heartbeat. You'll fly off to Kahndaq, or a movie, or wherever...

BILLY

I said I'm sorry.

FREDDY

Why are you sweating?

Reluctantly...

BILLY

I've got my uniform...

He pulls aside his shirt collar to show a bit of the red spandex uniform under his school clothes.

Freddy gestures -- see? Just then...CRASH!

Something huge just hit the dome above them. Now smaller pieces of something are raining down.

MISS HALL

Get down!

Students hit the deck, crouching to cover their heads.

EXT. FAWCETT CITY SKYLINE - DAY

WHISTLING STREAKS of white SMASH through skyscraper windows, PINGING when they hit metal. It's like being caught in the middle of a meteor shower.

WIDER, we see it's not just downtown that's under attack. The projectiles are raining down over most of the city, SMASHING out windows and pummeling car roofs.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

Billy and Freddy scramble to get out of the way as a white chunk slides down the dome, SLAMMING a limestone bannister.

Caitlin reaches out her hand, tentative. It's not hot. In fact...

CAITLIN

It's ice.

After another beat, the PINGING and SMASHING stops. One by one, students start to carefully stand. Most are surveying the damage. "Kevin" is the first to spot something new in the distance.

KEVIN

Holy...

FREDDY

Moley.

Billy, Caitlin and Miss Hall join them at the railing, spotting the motivation for the exclamation.

SOMETHING HUGE

is headed their way. A giant chunk of white, presumably ice, bigger than a full moon in the sky.

The first round was an appetizer. This is the main course.

FREDDY (CONT'D)

What is that?

CAITLIN

A comet?

Billy instinctively backs away as the rest of the class crowds the front to see it. Freddy shoots him a look. Billy nods, grabbing his daypack. He runs for the far side of the dome, out of sight.

MISS HALL
Everybody inside. Now. Now!

Obeying, the students half-run for the rooftop entry door. Freddy hesitates for a second, but finally joins them. Caitlin spots Billy headed the opposite way.

BEHIND THE DOME

Billy quickly peels off his school clothes. He's about to Shazam! when he spots a surveillance videocamera. They'll see him transform.

Billy looks over the edge of the roof, straight down to the concrete below. It's a long ways down, but it's his only option. He steels himself, and jumps.

Right as he leaps, Caitlin comes around the corner. She sees Billy jump over the edge.

EXT. CAPITOL BUILDING - DAY

Billy falls, clutching his backpack. He has exactly 2.6 seconds to shout...

BILLY
Shazam!

The lightning bolt arrives with a THUNDERCLAP -- but maybe too late. We feel an IMPACT as he hits, the concrete rippling around him.

ON THE GROUND

we see that Marvel has pancaked, face down on the cement. As he pushes himself to his elbows, we see his nose and chin have left an impression in the concrete.

He's dazed, but unhurt. Shaking it off, he pulls his cape from his backpack, then flies up to intercept the comet.

EXT. CAPITOL DOME / ROOF - DAY

Caitlin stands at the edge, wide-eyed -- she saw the whole transformation.

EXT. THE SKY - DAY

As Marvel approaches the descending comet, he realizes how much he misjudged the scale of it. It's not like grabbing an airplane. This is a solid mountain of ice.

Steadying himself in the air, he braces his arms, ready to be hit by it.

The impact knocks him back -- he's like a fly pushing on a semi-truck. It's deafeningly loud, the air RIPPING PAST Marvel and dissolving layers of snow.

Marvel concentrates, focusing all of his strength. His bare hands dig into the pale blue ice, until he finally feels some progress. He hears a deep CRACKING SOUND, like the knuckles of an ancient beast. And suddenly...

The ice splits in two.

He's cleaved it right down the middle. Now he has two comets to stop.

MARVEL

Shoot.

Wasting no time, he flies down to catch up with his new opponents.

He's trying to figure out a new strategy when a dark shape comes ROARING out of the clouds.

It's Black Adam.

ADAM

Don't try to stop them! Move them out of the way!

Demonstrating, Adam drops down to the side of one of the giant chunks, pushing it laterally. It's comparatively easy to change its course.

Marvel joins him. Together, they're able to shove the half-mountain quite a distance. It will now hit the ocean, rather than the city.

The remaining chunk, however, is still on a direct course for downtown. There are less than 15 seconds before impact.

EXT. BEHIND THE CAPITOL DOME / ROOFTOP WALKWAY - DAY

Caitlin peers around the edge of the dome, spotting the ice chunk still headed for impact.

INT. CAPITOL BASEMENT - DAY

Miss Hall makes sure everyone gets out of the stairwell.

MISS HALL
Back against the wall!

Freddy looks up, a silent prayer that Marvel has it under control.

EXT. SKY ABOVE FAWCETT CITY - DAY

Marvel is trying the same re-direction tactic, with little luck.

ADAM
Get back!

Marvel reluctantly lets go, watching as Adam positions himself under the massive block, shouting...

ADAM (CONT'D)
SHAZAM!

As the lightning bolt descends, it blasts STRAIGHT THROUGH the comet, exploding it from within. Adam is lost in a flurry of white.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

The ice hits as a mix of sleet and snow.

EXT. BEHIND THE DOME - DAY

A back-lit blast of snow and ice curls around the dome. Caitlin instinctively crouches down, shielding herself.

EXT. BAY - DAY

The first giant ice fragment hits the water, sending a massive wave headed for the wharf. TOURISTS panic, a stampede headed inland as a tsunami-like

WALL OF WATER

closes in, growing to 100 feet high.

Marvel flies down, scooping up two YOUNG CHILDREN, but there are more than a hundred tourists in harm's way.

Black Adam lands on the docks. Waits, biding his time as the wave approaches. At just the right moment, he CLAPS his hands, sending out an opposing shockwave.

The water blows back, dissipated.

Setting the rescued kids down, Marvel watches in wonder.

EXT. DOWNTOWN STREET - DAY

After a few seconds of POUNDING HAIL, the remainder of the first ice chunk descends as snowflakes. BUSINESS TYPES on their lunch breaks watch in amazement as a white carpet blankets the streets.

TRANSITION TO:

EXT. SKY - DAY

Marvel flies up to meet Adam, who is able to hold a warrior's pose in mid-air: arms crossed in front of him, feet firmly planted on nothing. By contrast, Marvel always looks a bit wobbly, like a first-time ice skater.

MARVEL

You're Adam, right? I recognize you from...from your tomb.

With no visible effort, Adam slowly circles Marvel, forcing the young champion to keep turning to make eye contact.

MARVEL (CONT'D)

I didn't know you could do that with the lightning bolt. I thought it was just for changing back and forth.

ADAM

Why would you ever change back?

MARVEL

I thought I was supposed to.

ADAM

You thought you were supposed to be weak?

MARVEL

No...

ADAM

The wizard taught you that?

MARVEL

No! He kind of died before we got to that. Or anything, really. I've been trying to figure it out on my own.

ADAM

Not quickly enough, apparently.

MARVEL

If you could show me, you know, the basics. Like the lightning thing.

Adam offers nothing. Just looks at Marvel, sizing him up. Finally...

ADAM

When the bolt comes, get out of the way.

Adam floats off, his back to the sun. Marvel has to squint to see him.

ADAM (CONT'D)

I'll meet you at sunset, on top of that bridge.

Adam points. Marvel looks to see which one he's indicating. When he turns back towards Adam, the dark champion is already miles away, a speck on the horizon.

FREDDY (PRE-LAP)

You're stupid to trust him.

EXT. SCHOOL BASEBALL DIAMOND - LATE AFTERNOON

Marvel and Freddy walk on opposite sides of the chain-link backstop, eventually coming face-to-face.

FREDDY

For all you know, he picked up an iceberg and chucked it at the city.

MARVEL

He saved the city. I couldn't stop it.

FREDDY

Exactly. So now he looks like a hero...

MARVEL

He is a hero! He was the champion before I was. The wizard wouldn't pick someone evil.

FREDDY

No, just gullible.
(beat)

Think about it. This guy shows up out of nowhere to save the day, no explanation...

MARVEL

I'll ask him tonight.

FREDDY

You shouldn't go. It's a trap.

Freddy stops, pulling his gym clothes from his backpack.

MARVEL

How is it a trap? He's at least as strong as I am, and better at it. If he wanted to do something to me, he could have done it this afternoon. Why would he wait?

FREDDY

Don't ask me. I'm just a sidekick.

Freddy hands him the clothes. Walks off.

MARVEL

Freddy!

Freddy keeps walking.

We go VERY WIDE. Marvel is just a small figure by the dugouts. Suddenly, a lightning bolt BOOMS down from the heavens.

As the arcs of electricity climb through the chain-link fence, we find Billy, changing into Freddy's gym clothes.

INT. CLASSROOM - LATE AFTERNOON

Billy enters to find Miss Hall sitting with her back to the door, watching the TV on the AV cart -- a news report about the comet and Captain Marvel.

BILLY

Miss Hall? Hi.

MISS HALL

Billy!

BILLY

Sorry I wasn't on the bus. I wanted to let you know that I'm okay.

MISS HALL

Caitlin said your uncle came to get you.

BILLY

(confused)

She did? Oh. Yeah. He did.

MISS HALL

Is he here? I'd love to talk to him.

BILLY

No, he's not. So. Yeah.

He can't decide whether to stay or go. Sensing Billy's awkwardness...

MISS HALL

Is everything okay?

BILLY

He can't see you anymore. He wanted me to tell you that it's not a good time. He's really sorry.

A beat.

MISS HALL

He sent you to tell me that?

BILLY

Yeah.

MISS HALL

That's not... You shouldn't be in the middle of this. That's not right.

BILLY

I know.

INT. SCHOOL HALLWAY - AFTERNOON

Billy shuts his locker to find Caitlin walking up.

She hands him his backpack. He looks inside, finding his school clothes.

CAITLIN

I was on the roof when you...

BILLY

You can't tell anyone.

CAITLIN

I won't.

BILLY

You can't.

CAITLIN

Okay.

He shoves his clothes back in the pack. Starts walking.

CAITLIN (CONT'D)

My real name isn't Caitlin. It's Mary.

BILLY

So?

CAITLIN

I know your secret. You should know mine.

BILLY

That's not much of a secret.

CAITLIN

My parents treat it like it is. I'm not supposed to tell anyone. But I trust you. And you can trust me.

BILLY

Fine, I trust you. Now butt out. I don't need anyone's help.

He pushes the doors open, heading outside.

TRANSITION TO:

EXT. BRIDGE - SUNSET

Helicopters move past on the horizon, like the first fireflies of the evening.

Marvel sits atop the highest point of the bridge, looking down past his feet to the tiny cars moving below. He's like an angel watching from the clouds, curious but distant.

ADAM (O.S.)
You're alone, aren't you?

Marvel turns, startled. Adam landed without making a sound.

ADAM (CONT'D)
You have no family. That's why the wizard picked you.

MARVEL
(standing up)
There was a test. A quiz. I got all the answers right.

ADAM
There are no right answers.

Adam points to spots in the city, on both sides of the bay.

ADAM (CONT'D)
Let's say there's a fire, right there. A family will burn if you don't save them. Yet a building is falling, way over there. Who knows how many will die? What do you do? Who do you save?

MARVEL
I'll take the fire. You take the building.

Adam smiles, despite himself.

ADAM
I won't be staying.

MARVEL
So what are you doing here?

ADAM
I wanted to meet the new champion. See how strong he was. How capable.

MARVEL
It was a test, wasn't it? The comet.

ADAM
It was an iceberg. Much easier to aim.

On Marvel: Freddy was right.

MARVEL
What if you couldn't stop it?

ADAM

I don't fail. That's one difference between you and I.

MARVEL

I've only been doing this for a couple of days. I mean, teach me. What else can we do? Do we have heat vision? Can we teleport, or do magic?

ADAM

We are magic. Where do you think our powers come from?

(amazed)

Now I know why he chose you. You still think you're like them.

He points down at the cars below.

ADAM (CONT'D)

We're not. We're better. These people do not need to be protected. They need to be led. They need to be ruled.

Marvel bristles at the suggestion.

MARVEL

What do you want from me?

ADAM

In the Rock of Eternity, there's a young girl.

MARVEL

Maya.

ADAM

Bring her to me. I need to see her.

MARVEL

Why can't you get her yourself?

ADAM

Only the champion can summon the Rock of Eternity. For better or worse, that's you.

MARVEL

And if I say no?

ADAM

Then I'll do as you ask. I'll teach you a lesson.

They lock eyes, a silent dare.

MARVEL
The answer's no.

Adam shrugs, what-are-ya-gonna-do.

Then suddenly, with the speed of Mercury, Adam grabs Marvel by the throat and throws him

STRAIGHT DOWN.

Marvel doesn't just hit the roadway of the bridge, he punches a giant hole right through it. Cars SCREECH to avoid the opening in the asphalt.

EXT. UNDERWATER - DUSK

Marvel hits the bottom of the bay. Stunned, he looks up through the water, where the last rays of sunset are shimmering on the surface.

That's when he sees headlights coming at him. One of the cars has fallen from the bridge.

Marvel flies up...

EXT. THE BAY - DUSK

...catching the car before it hits. He places it back on the bridge, looking around for Adam.

The dark champion suddenly flies up behind him. Throws Marvel's cape over his head and SLAMS him into the bridge, which RINGS like a bell.

ADAM
I never cared for capes.

MARVEL
(recovering)
That's because you're a villain.

ADAM
Am I? You're the one doing the damage.

Adam KICKS Marvel square in the chest, sending him rocketing...

EXT. DOWNTOWN - DUSK

...halfway across Fawcett City...

INT./EXT. OFFICE BUILDING - DUSK

...and straight through a skyscraper. Marvel's back smashes out a bank of windows, five walls and two industrial copiers before punching through to the far side of the building.

Marvel finally stops himself, staring in disbelief at the two-story hole he's blown through the building. OFFICE WORKERS are scrambling back as their desks tumble through, swirls of white copier paper falling to the street 30 stories below.

Adam flies up to the far side of the opening. In each hand, he carries a terrified civilian by the collar: a portly DELIVERY GUY and a young BUSINESSWOMAN.

ADAM

The wizard's test isn't realistic. It doesn't show what you'd actually do.

MARVEL

Put 'em down.

Adam feigns dropping them. Both SCREAM.

ADAM

(to the delivery guy)
You. Tell the hero why he should save you.

DELIVERY GUY

I...I got a family! Please.

ADAM

A family man.
(to the businesswoman)
How about you? Any children?

Crying, the Businesswoman shakes her head.

ADAM (CONT'D)

But she's pretty. So which one do you save?

MARVEL

I can't choose who lives and who dies.

ADAM

That's the thing. You can.

Adam suddenly throws them up in opposite directions. Marvel watches in horror, then streaks up after the businesswoman, who is marginally closer.

He catches her, immediately swooping down to deposit her on another building's rooftop.

He then flies after the Delivery Guy, so fast that the air around him bends, a SONIC BOOM that blows out the glass of other buildings.

He crosses back over the bay, arriving at...

EXT. AN ABANDONED LOT - DUSK

Marvel lands, winded and furious. GOING WIDER, we see why: the Delivery Guy's body lies on the asphalt. Marvel is too late.

Adam hovers above the scene.

ADAM

Being champion means making hard choices.
You don't always get to be the savior.

Marvel spins, flying at Adam, fists ready. Adam intercepts, flinging Marvel straight up.

EXT. ABOVE THE CLOUDS - DUSK

We can't even see the city below us. It's strangely beautiful, peaceful up here. But Adam could be anywhere below, a shark in the white blanket of clouds.

Realizing how vulnerable he is, Marvel dives down into the fog.

EXT. THICK CLOUDS - DUSK

The clouds are so dense, Marvel can barely see ten feet. He flies slowly, listening.

Elsewhere, Adam is doing the same, trying to find his opponent somewhere in the mist. We see flashes of muted lightning within the murky vapors.

The sequence has the quality of submarine thriller, two ships running silent and deep.

Marvel forces himself to be patient, watching the swirling clouds for any sign of movement.

Adam is likewise patient. But Adam is not alone:

DR. TED

Why bother with him? Fawcett City is nothing. The world can be ours.

The apparition of Dr. Ted is nearby. He's always there, no matter which way Adam turns.

DR. TED (CONT'D)

Oh, that's right -- you don't want this world. You'd rather live in Kahndaq, in your mud palace with your filthy children. Or is it your wife you want so much? I can see her in your memories. She was beautiful, before those bird-men got to her.

ADAM

Silence!

Marvel hears him. Knows exactly which direction it came from.

ADAM (CONT'D)

I will find magic to cut you out of my head. I will strangle you...

Suddenly, Marvel flies out of the mist, both fists in front of him. He SLAMS into Adam, catching him completely off-guard. It's a great hit.

Marvel is able to land a series of undefended blows, clearly gaining the upper hand.

As they fly up into the highest layers of the atmosphere, we see the shadowy edge of space.

Adam fights back, but he's clearly never faced an opponent who can match him blow for blow. They grapple, with Adam eventually regaining his dominance, pinning Marvel in a full nelson.

With a wicked smile, Adam whispers into Marvel's ear...

ADAM (CONT'D)

Shazam.

As the thunderbolt STRIKES, Adam turns Marvel into the blast. The glare passes to reveal it's now

BILLY

in Adam's grip. The teenager GASPS for breath in the thin air, CHOKING. He struggles to say the wizard's name, his only hope of surviving.

BILLY
Sh...Shh...Ch...

His lips quiver, going white with frostbite. His eyes roll, squinting. Then he blacks out.

Going limp, Billy slips through Adam's arms. He falls like a rag doll towards the Earth below.

For his part, Adam is astonished to realize his opponent was a mere boy.

EXT. SKY ABOVE FAWCETT CITY - NIGHT

Billy's slack body free-falls towards the twinkling city below.

CLOSE ON his eyes, where his eyelids flutter. He's coming in and out of consciousness, but he's never fully awake.

Nothing's going to save him.

WIDER, we see the ground rushing up towards him. He's moments from impact. When suddenly...

ADAM

catches him. It's a genuinely heroic rescue.

EXT. FAWCETT CITY OBSERVATORY - NIGHT

Fawcett's answer to Griffith Park, the hillside observatory looks out over the city. Adam sets Billy down in the front lawn.

Billy struggles to stand, woozy.

ADAM
Speak the wizard's name and I will kill you. Understood?

Billy nods.

ADAM (CONT'D)
How old are you?

BILLY
Thirteen.

ADAM
I had a son your age -- Hurut. He was smart and brave, but a boy should not be champion.

BILLY
I didn't ask for this.

ADAM
The wizard was cruel to choose you. But he did.

Circling...

ADAM (CONT'D)
Bring Maya to me. Here, at dawn. Or I will smash this city to ruins. I will kill everyone you know.

(closer)
If you try to change back, I will feel it. My mercy comes only once. Do you understand?

Billy nods.

With that, Adam flies off, leaving Billy alone on the grass.

EXT. PARK / SKETCHY NEIGHBORHOOD - NIGHT

With the cuffs of his ill-fitting costume rolled up, Billy passes under the RUMBLING train tracks. The wind is picking up, with lightning in the skies.

Up ahead, he spots Rowdy Sparks and his pal, setting off fireworks in coffee cans.

Billy silently prays they won't see him. But no such luck.

ROWDY
Hey Batson! Nice costume. Your mommy make it for you?

ROWDY'S PAL
Dude, his mom's dead.

Billy ignores them. Keeps walking.

ROWDY
Batson, I'm talking to you. Batson!

Rowdy gets ahead of him, blocking his way.

ROWDY (CONT'D)
Too bad your boyfriend's not here to
videotape this.

BILLY
Just leave me alone, Rowdy.

ROWDY
Or what? Or what!?

Billy tries to push past him. Rowdy takes the opportunity to clock him.

CUT TO BLACK.

FADE IN:

EXT. DALE AND KITTY'S HOUSE - NIGHT [RAINING]

Billy reaches into a hanging flower pot, retrieving a spare key. It's three in the morning, and he's trying to be quiet. But he's having a hard time with the key.

He's soaked, with his hair stuck to his forehead. He wipes his face, revealing a black eye.

INT. FOYER / HALLWAY - NIGHT [RAINING]

Keeping the lights switched off, Billy's about to climb the stairs when he spots a strange, flickering glow coming from the living room.

INT. LIVING ROOM - NIGHT [RAINING]

Billy enters to see it's just the TV, on "mute." And then...

A FEROCIOS YELL.

Dale charges with an aluminum baseball bat, ready to clobber the unseen intruder.

By instinct, Billy SCREAMS back.

Recognizing who it is, Dale stops himself mid-swing, nearly tripping. His heart is beating in his throat.

DALE
Billy?! I nearly smashed you!

BILLY

I'm sorry. I didn't want to wake you.

Dale turns on the lights.

BILLY (CONT'D)

Could I stay here? Just for tonight.

DALE

What happened to your face?

In addition to his black eye, his lip is cut. Kitty is coming down the stairs, awakened by the shouting.

KITTY

Dale, what's going on?

DALE

It's Billy. Someone kicked the crap out of him.

He sounds genuinely concerned.

KITTY

Who?

BILLY

I'm okay. It's no big deal.

Kitty grabs him by the chin to take a better look.

DALE

Was it that uncle of yours? 'Cuz I'll knock his head through a wall.

BILLY

It wasn't. You don't understand.

DALE

I don't need to understand. Someone lays a finger on you, they're gonna deal with me.

It's all too much for Billy...

BILLY

Why do you care?!
(tears coming)

You're not my parents. I am nothing to you. I am just a check in the mail, because you're too lazy to get a real job.

DALE

That's not true.

BILLY

I typed up your resume three months ago!
You still haven't...

DALE

Shut up. Just shut up! Now, maybe we're not "good parents." That's fair. And maybe we don't do things like we're supposed to.

KITTY

We could do better.

DALE

But the thought of anyone hurting you,
that just...

Dale's on the verge of some new, unfamiliar emotion.

DALE (CONT'D)

We don't deserve a boy as good as you, Billy. But what we've got is as close as any of us have to family. So don't come in here and crap all over it.

KITTY

We do care, Billy.

DALE

She's right. And I shouldn't have said "crap."

Billy half-smiles.

FREDDY (O.S.)

What's going on?

Freddy enters from the staircase, just out of bed.

BILLY

You're here?

FREDDY

They moved me back in. What happened to your...

BILLY

You were right.

CUT TO:

INT. ATTIC BEDROOM - NIGHT

Billy examines his disemboweled tiger doll.

BILLY

The wizard said, "The tiger holds the key to your past and future." Black Adam was in here the whole time.

He tosses it to Freddy.

FREDDY

Explains the bad dreams.

BILLY

How much do Dale and Kitty know?

FREDDY

Not much. They found the scarab thing and took it to the professor guy. He may still have it.

BILLY

He may be dead.

(closer)

You have to get out of here, Freddy.
You, Dale and Kitty, just drive as far you can.

FREDDY

I'm not gonna ditch you.

BILLY

I can't protect you!

FREDDY

No one's asking you to!

Frustrated, Freddy takes a new tack.

FREDDY (CONT'D)

Okay, Deltaman #89. Deltaman is fighting the Infinitron. Whole universe is about to go boom. Who shuts the Thousand Gates of Madness?

BILLY

The Destiny Kid.

FREDDY

So it's a good thing Deltaman didn't stick him on a bus out of town.

BILLY

You're not a sidekick, Freddy. You're my best friend.

FREDDY

I'm both.

And with that, with one look, they're good.

BILLY

So what do we do?

FREDDY

Go to the university. Maybe the scarab's still there.

BILLY

It's too far. I can't fly us, and the buses aren't running yet.

A DOORBELL. Both boys look over. Who would come by at this hour?

INT. STAIRS / ENTRYWAY - NIGHT

The boys make it halfway down, seeing Caitlin in the doorway. Kitty has just invited her in.

BILLY

What are you doing here?

CAITLIN

I was worried. I saw the news.

DALE

(confused)

You were on the news?

FREDDY

(sotto, to Billy)

She knows?

Billy nods. With no time for further explanation...

BILLY

Dale, Kitty, I need you to drive Freddy and Caitlin to the university. Get the scarab back, whatever it takes.

DALE

(to Kitty)

Told you we shouldn't have trusted that guy.

BILLY
 (low, to Freddy)
 I'll meet you at the observatory.

FREDDY
 What are you going to do?

BILLY
 Figure out why he wants Maya.

Billy climbs back up the stairs. We hear a CLATTERING of WHEELS and TRACK as we...

CUT TO:

INT. ROCK OF ETERNITY - TIMELESS

Billy steps off the mysterious train, which ROARS OFF into oblivion. Spotting him, the statues begin jabbering:

ENVY <i>He's stronger than you. You'll never beat him.</i>	SLOTH <i>Just hide here. Hide here forever.</i>
--	--

WRATH <i>Revenge! Revenge is better than justice. He killed your parents!</i>

BILLY <i>That's impossible. You're lying.</i>	PRIDE <i>We never lie. You're the one pretending!</i>	GREED <i>Now's your chance! Take it all!</i>
--	--	---

OVERLAPPING WHISPERS escalate until Billy can't take it anymore.

BILLY (CONT'D)
 Shut up! Shut up shut up SHUT UP!

His last shout BOOMS through the cavern. The statues are suddenly quiet. Billy is shaking with anger.

Maya approaches.

MAYA
 It's time, isn't it?

BILLY
 Why does Adam want you?

MAYA

To get back to his family. His time.

BILLY

You can do that, can't you? Take him back through time.

MAYA

But he'll only stay as long as I do. And if I hold on to a moment...

BILLY

(remembering)

Everything after is lost.

MAYA

That's why the wizard stopped him.

BILLY

I'm not the wizard. I can't stop him. If I don't give him what he wants, he'll destroy the city. And if I do, he could destroy...everything.

INT. DALE'S PONTIAC - NIGHT

Dale is driving wildly, with Kitty shouting directions. Fortunately, the streets are nearly empty.

In the back seat, Caitlin notices the stuffed tiger Freddy is still holding.

CAITLIN

Where did you get that?

FREDDY

It's Billy's. His parents gave it to him.

He hands it to her. She's intrigued.

KITTY

Here! Dale! Pull over.

EXT. UNIVERSITY OFFICE / HALLWAY - PRE-DAWN

Kitty leads the way to Dr. Ted's office, with Caitlin, Freddy and Dale right behind. They find the door locked.

KITTY

Maybe we can find a maintenance guy, a janitor...

Impatient, Dale KICKS the door. It buckles a bit. Three more blows and...

INT. UNIVERSITY OFFICE - PRE-DAWN

...with a SNAP and CREAK, the door bursts open.

Dr. Ted's office has books and papers strewn everywhere.

DALE

Holy hurricane.

FREDDY

Check around. It could still be here.

Dale and Kitty search high, while Freddy and Caitlin go low. It doesn't take too much searching before Caitlin discovers

THE SCARAB

under the desk. At least, what's left of the scarab. It's been broken into a half-dozen pieces. Useless.

CAITLIN

Is this it?

DALE

Was it. Last time I trust a professor.

KITTY

Billy's gonna be disappointed.

INT. ROCK OF ETERNITY - TIMELESS

Billy kneels down in front of Maya, a new thought.

BILLY

Can you go anywhere in time?

MAYA

No, it has to be a memory. I see it in their head, and we're there.

BILLY

Could you take me somewhere? To a specific time?

MAYA

Yes.

A beat. We see a change in Billy: a new determination.

BILLY

I think I know another reason the wizard chose me.

INT./EXT. DALE'S PONTIAC / PARK ROAD - DAWN [DRIVING]

In back, Freddy and Caitlin are trying to reassemble the broken scarab pieces. It largely fits together, but...

CAITLIN

We need super-glue or something.

FREDDY

Maybe Billy can smush it. Fuse it.

The car suddenly stops short. A heavy white gate barricades the road ahead. A sign on it reads, "BECK OBSERVATORY, ROAD CLOSED 10PM TO 7AM."

KITTY

What do we do?

FREDDY

We run.

They all climb out of the car, headed up the steep hill.

Dale quickly falls behind, wheezing. Kitty hangs back to help him.

INT./EXT. ROCK OF ETERNITY / TUNNEL - PRE-DAWN

We TRACK DOWN the rocky tunnel, seeing the inky blue sky beyond. Billy and Maya are silhouettes, looking out at the world below.

A FLASH and CLAP OF THUNDER. The light flares. As it clears, we see Billy has transformed into Marvel.

He kneels down. Maya wraps her arms around his neck, holding tight.

As he FLIES OFF, we go VERY WIDE. The Rock of Eternity is invisible -- stuck between seconds -- so Marvel and Maya seem to emerge from thin air.

EXT. OBSERVATORY / MAIN LAWN - DAWN

The first golden rays of sunlight are just spilling over the horizon as Freddy and Caitlin reach the main lawn, very winded.

Marvel lands with Maya as Freddy and Caitlin approach.

MARVEL

Did you find it?

FREDDY

Yes and no.

Caitlin shows him the partly-assembled artifact. As she hands it to him, it falls apart.

MARVEL

It's okay. I know where I can get another.

In the background, Adam lands hard, sending a TREMOR through the ground. It's needlessly aggressive -- but that's Adam.

Freddy and Caitlin instinctively move in front of Marvel. Adam almost laughs.

ADAM

Is this the Marvel family, come to save you?

MARVEL

(to his friends)

It's all right.

He pushes through them, holding Maya's hand as they approach Black Adam.

MARVEL (CONT'D)

(to Adam)

I know you want your family back. So do I. But if you stay in the past, you'll destroy the future.

ADAM

Your future, not mine. I will write a new history.

MARVEL

History is the choices we make. You can choose to be better.

Adam closes the distance, coming face-to-face.

ADAM

Was this your great plan, Marvel? To talk me out of it? Appeal to my virtue?

MARVEL

No. I just wanted to give you one last chance before I kicked your ass.

Marvel suddenly grabs him by the wrist.

MARVEL (CONT'D)

(to Maya)

Now!

Maya transforms into a circle of light, with Adam and Marvel at the center. As before, the circle expands straight up and down, forming...

AN INFINITE WELL,

with past moments visible through its dark walls as we fall past them, windows into history.

Adam breaks Marvel's grip and clocks him, sending him smashing "through the glass."

The well BUCKLES and contorts, a deep THRUMM as it strains against the fabric of space-time. This temporal transport was never meant to host a super-powered brawl.

EXT. PARK - NIGHT (RAINING) [FLASHBACK]

Repeating an earlier moment, Billy tries to avoid a confrontation with Rowdy and his pal.

BILLY

Just leave me alone, Rowdy.

ROWDY

Or what? Or what!?

Suddenly, the sky shatters. Marvel falls into the scene, with Adam right behind him.

Adam grabs Marvel by the collar.

ADAM

You're wasting time.

With the back of his hand, he sends Marvel flying into a metal playground structure, which RINGS as he smashes through it.

Above them, the broken sky continues to fracture: we can see into other moments from other points of time.

Rowdy's buddy watches as three WWI BIPLANES emerge from a crack, flying low.

Billy starts to realize what may be happening...

BILLY

Maya.

Marvel flies up at one of the fissures in the sky, emerging...

EXT. HIGH ABOVE FAWCETT CITY - NIGHT [FLASHBACK]

Billy's limp body falls past Marvel, who fights the urge to save himself. He looks down at the city, where the same kind of cracks are beginning to form.

He flies almost straight down, past a squadron of more WWI planes, locked in a major dogfight.

As we look back, one of the planes is suddenly attacked by a PTERANODON.

Marvel flies down towards Dale and Kitty's house. A temporal crack is just now reaching it. He's nearly there when he's tackled in midair by Adam.

INT. ATTIC BEDROOM - MORNING [FLASHBACK]

Freddy holds Billy's stuffed tiger.

FREDDY

Have you ever washed this thing? It's probably got toxic mold or...

Marvel and Adam SMASH through the ceiling, still grappling. Marvel sees what Freddy's holding.

MARVEL

Freddy! Toss it!

Freddy looks back at Billy on the bunk bed, then to Marvel -- whom he's never met.

MARVEL (CONT'D)

Trust me.

Purely on faith, Freddy tosses him the tiger. Marvel catches it just as Adam tackles him out of the scene, falling through another fissure.

A beat. To Billy...

FREDDY
Did that just happen?

INT. INFINITE WELL - TIMELESS

For the moment, Marvel and Adam are back inside the main shaft. But Adam sees where he wants to go next. He dives, headed for...

EXT. RIVERBANK - DAY [FLASHBACK]

On the banks of a lazy river, TWO BOYS play, throwing each other into the water, LAUGHING. Adam and his beautiful wife lounge in the shade of a tree.

Suddenly, Adam's elder son (Hurut) points at the dark shapes in the sky.

SON
<*Father! Father!*>

Adam looks to his wife, an apology in his eyes.

ADAM
<*I'll be back soon.*>

A kiss, then he flies off to the merchants' rescue. Only now do we see dark shapes rising out of the river brush -- a squad of hawkmen lying in wait. An ambush.

SON
<*Mother!*>

The boys run to her side.

Just then, (our) Adam SMASHES through the sky. He hears his younger son SCREAM as a birdman swoops down at him.

Adam goes to his son's rescue.

Marvel enters through the same fracture in the sky. He spots two more hawkmen going after Adam's wife. He drops the stuffed tiger to save her. Between the two of them, Marvel and Adam overwhelm the attackers, who quickly retreat to the distant mountains.

The opening in the sky -- which had started to expand in new cracks -- now contracts to a single point of light, which then extends out to reform as Maya.

She's holding her fist shut, light dripping out the bottom.

MAYA
 (to Marvel)
 I can't hold us here.

Adam's family huddles around him, safe in his protection.

Marvel retrieves the stuffed tiger, ripping it open.
 Inside, he finds the (intact) scarab.

ADAM
 Did the wizard teach you how to use it?

MARVEL
 No. But we're magic. You taught me
 that.
 (closer)
Shazam!

He holds the scarab in front of him as the lightning bolt strikes. The jeweled artifact takes the brunt of the hit, but it knocks Marvel down.

Adam -- and his clinging family -- are sucked towards the scarab. A FLASH.

Billy stands up, still holding the scarab. (The bolt transformed him.) Maya is standing beside him, barely holding on to the moment.

But there's one additional person present...

DR. TED
 Billy Batson. The irony is...well. I
 should have killed you when I had the
 chance. Just like Mom and Dad.

Dr. Ted is physically there, pulled apart from Adam by the scarab's magic.

BILLY
 You killed my parents?

DR. TED
 (realizing)
 Crap. You didn't know. I'll give your
 mom credit -- she wouldn't tell me where
 she hid that scarab, no matter how deep I
 cut.

On Billy, his horror becoming rage. His hands become fists.

BILLY
 Sha...

Maya opens her hand before he can finish.

CUT TO:

EXT. KAHNDAG BAZAAR - DAY

BILLY

...zam.

Billy finds himself in a dusty, open-air market, crowded with TRADERS and CUSTOMERS (some European) buying everything from food to goats to furniture.

BILLY (CONT'D)

(confused)

I've never been here.

MAYA

It's his memory.

With one fist holding on to the moment, Maya points to Dr. Ted, who is watching a somewhat-younger version of himself, haggling over a hunting knife.

BILLY

Why would I want to see this?

MAYA

History is the choices we make.

Now Billy sees it: his mother Marilyn is negotiating with a MERCHANT to buy a stuffed tiger toy. His toy.

Billy watches, fascinated.

And then, a hand on his shoulder. His father.

C.C.

You okay, sport? You lost?

BILLY

No, I'm fine.

C.C.

Your parents around?

BILLY

Yeah.

Satisfied the boy's not in any danger...

C.C.
 (re: Billy's shirt)
 Fawcett City. Go Thunderbolts.

C.C. joins his wife, who's still negotiating a price. We stay on Billy, watching his parents.

He looks over at the younger Dr. Ted, who's just bought the hunting knife he'll use to kill Marilyn Batson.

REVEAL Maya, standing behind him.

BILLY
 (to Maya)
 We can't change the past, can we? Only the future.

His mother has apparently come to an agreeable price. She hands the merchant some bills.

CLOSER on his parents, and the tiger toy.

C.C.
 I don't think these are even made here.

MARILYN
 But who can resist a tiger in a suit?

The merchant hands her two of the stuffed tigers. This strikes Billy as odd.

BILLY
 (to himself)
 Why would she buy two?

As someone WIPES PAST, we find ourselves...

EXT. OBSERVATORY - DAWN

A circle of white light as Billy, Maya and (the older) Dr. Ted return to the present. Freddy and Caitlin are waiting - less than a minute has passed from their perspective.

CAITLIN
 Billy! Are you okay?

BILLY
 Yeah. You?

FREDDY
 Things are a little weird here.

He gestures to the observatory, which suddenly disappears as a temporal fissure sweeps over it. In its place, a herd of WILD BUFFALO.

BILLY
(to Maya)
How do we...

MAYA
I can fix it. It'll take time.

She disappears in a ribbon of light. While everyone's watching that, Dr. Ted draws his knife. Grabs Freddy.

DR. TED
One word and Junior gets it.

Billy knows he's serious.

DR. TED (CONT'D)
The scarab. Now!

Dr. Ted is suddenly grabbed by talons, pulled straight up into the sky by a PTERANODON. In silhouette, we see a second pteranodon squabbling for a piece. Dr. Ted is ripped in half.

Billy, Freddy and Caitlin watch, stunned.

Dale and Kitty are just now arriving, sweaty and out-of-breath.

DALE
(gasping)
You kids...okay? Shouldn't run off...like that.

KITTY
(looking up)
Who was that?

TRANSITION TO:

EXT. ANCIENT KAHNDAAQ / RIVERBANK - DAY

Everything feels slightly unreal -- the color of the light, the SOUND of the water.

Adam hovers, fifty feet up. He runs his hand along the sky, which shimmers. It's subtly faceted. He's inside the scarab's jewel.

He looks down to see his boys are back in the water, playing. His wife calls up from the shade of the tree.

WIFE
<What's wrong?>

A beat, realizing...

ADAM
<Nothing. I got what I wanted. >

He looks to the horizon, the edges of his crystalline cell.

ADAM (CONT'D)
 But now I want more.

We CRANE UP, through the facets of the sky, emerging in a CLOSE UP of the jeweled scarab. We are...

EXT. ROCK OF ETERNITY - DAY

Marvel tucks the scarab into a nook of the cave. Looks back to Maya, who has resumed her game of circles on the floor.

BILLY
 Will he come back? Adam?

MAYA
 Not until you set him free.

BILLY
 Why would I do that?

MAYA
 You won't have a choice.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Billy is lying in his bottom bunk, tucking photos back into the springs of the mattress overhead.

Opening his father's wallet, he carefully takes out the photo of his mother holding him as an infant. One of the edges is slightly ragged. He runs a finger along it, noticing that it's different.

Billy looks at the other photos tucked into the bedsprings, and comes across the photo of his father holding him as a baby. They're clearly from the same photo session.

It's only when he puts them side-by-side that he realizes...

They're two halves of the same picture.

Marilyn and C.C. Batson are sitting side-by-side, each holding an infant. Only one of which could be Billy.

His heart skips. Eyes goes wide.

He sits up suddenly, SMACKING his head on the bunk. But he's too excited to feel the pain.

Freddy comes in at a clip. Switches on the TV, flipping channels.

FREDDY

There's something big happening down at the wharf. Some kind of giant sea monster thing...

BILLY

Freddy. Freddy!

Showing one of the photos...

BILLY (CONT'D)

What color is the blanket? The blanket on the baby.

FREDDY

It's kinda faded.

BILLY

What color?

FREDDY

Pink, I guess. Why?

BILLY

I think I have a sister.

Billy and Freddy share a silent look, pondering the implications. But their moment is short-lived.

TV ANCHOR

We're getting our first video from the marina, where authorities now say it may be a "megalodon" they're facing.

ON SCREEN / VIDEO

Long-lens footage of the marina, where dozens of sailboats are docked for the night. Suddenly a

MASSIVE SHARK

bursts from the water, at least 50 feet long. In a single bite, it smashes through a million-dollar yacht.

BACK TO SCENE

Billy and Freddy are enraptured. That is one...

FREDDY

Cool shark.

Billy hands Freddy the photos for safe-keeping -- that issue will have to wait.

As MUSIC REV'S up, we PUSH IN on Billy. A smile. And then...

BILLY

Shazam!

As the THUNDERBOLT hits, we...

TRANSITION TO:

EXT. SKIES OVER FAWCETT CITY - NIGHT

Marvel flies fast, one fist forward, an eager grin on his face. As his cape WHIPS PAST...

CUT TO BLACK.

THE END

CODA

(after credits)

INT. A BEDROOM - NIGHT

Amid yearbooks and keepsakes, a
A STUFFED TIGER
sits on a shelf by the hallway. The plush toy is identical
to Billy's, if a little better cared-for.
NICK BROMFIELD (45), a classic Leave It To Beaver dad,
leans against the door frame, exasperated.

NICK BROMFIELD

You're an honor student. It's not like
you go running off in the middle of the
night.

REVEAL Caitlin at her desk, finishing her science lab
report.

CAITLIN

I said I was sorry.

NICK BROMFIELD

An apology isn't an explanation.

CAITLIN

(re: report)

Dad, what's your blood type?

NICK BROMFIELD

O-positive. Why?

CAITLIN

Same as Mom.

Nick Bromfield gives a tiny flinch of panic. He suppresses it.

NICK BROMFIELD

Honey, if this is about some boy...

CAITLIN

It's not.

NICK BROMFIELD

Okay. I just don't want you growing up
too fast.

Caitlin smiles.

He knocks the doorframe, then heads down the hall. Caitlin looks at her assignment, her head swirling. Looks up to her Tawky Tawny tiger doll.

As we PUSH IN...

CAITLIN

Shaza...

CUT TO BLACK.